

Declaration by the Executive Board and the Supervisory Board  
of Eckert & Ziegler AG on the recommendations of the  
"Government Commission on the German Corporate Governance Code"  
according to Section 161 of the German Stock Corporation Act (AktG)

- I. Since submitting the last declaration of conformity on December 03, 2022, which was updated on January 24, 2023, and March 23, 2023, Eckert & Ziegler AG has complied with all recommendations of the "Government Commission on the German Corporate Governance Code" in the version dated April 28, 2022, which came into force on June 27, 2022 ("Code 2022"), with the following exceptions:

**1. Recommendation A.3 of the Code 2022:** The company has strictly complied with the requirements of the German Stock Corporation Act in the design of its internal control system and risk management system. However, the company had not implemented any sustainability-related objectives that go beyond these requirements in the interests of lean and efficient administrative processes.

**2. Recommendation A.5 of the Code 2022:** The company and the Group had described the main features of the internal control and risk management system with regard to the accounting process in the management reports, as required by the German Stock Corporation Act. However, the company had not provided any further descriptions of the systems or comments on their appropriateness and effectiveness in order to keep administrative resources to a minimum.

**3. Recommendation B.5 of the Code 2022:** The company has not set an age limit for its Executive Board members. People should not be privileged or disadvantaged because of their age, skin color, origin, or gender. The only guideline for filling positions on the Executive Board can only be to select from the largest possible pool of candidates those persons who, in a given situation, are most suitable on the basis of their knowledge, skills and professional experience to strengthen the board and thus the competitiveness of the company.

**4. Recommendation C.2 of the Code 2022:** The company has not set an age limit for its Supervisory Board members because age is not a relevant criterion for them.

**5. Recommendation C.7 and C.10 of the Code 2022:** The current Chairman of the Supervisory Board of Eckert & Ziegler AG, Dr. Andreas Eckert, was its Chairman of the Executive Board until June 7, 2023 and was immediately subsequently appointed to the Supervisory Board by the major shareholder Eckert Wagniskapital und Frühphasenfinanzierung GmbH (EWK), where he took over as Chairman on June 7, 2023.

The Supervisory Board considered the knowledge and experience that Dr. Eckert has gained from his work on the Executive Board to be extremely valuable for the Supervisory Board's control function and was certain that Dr. Eckert would exercise his Supervisory Board mandate in the best interests of Eckert & Ziegler AG. In addition, the appointment of Dr. Eckert by EWK ensured that the shareholders had sufficient control over the composition of the Supervisory Board, which is in line with the legislative values of Section 100 (2) No. 4 AktG.

**6. Recommendation G.6 of Code 2022:** Some Executive Board members were not granted any long-term variable remuneration components, as these contracts only have terms of two years, and a long-term variable remuneration component did not appear appropriate.

**7. Recommendation G.7 of the Code 2022:** The Supervisory Board has not defined any performance criteria for each member of the Executive Board for the coming financial year for the variable remuneration components, which - in addition to operational - are primarily based on strategic objectives. Annual stipulations would represent an intervention by the Supervisory Board in the management of the Company, which is not necessary in the Company's situation in order to promote its sustainable and long-term development. The primary link in accordance with the remuneration system to the net income for the year or its long-term development, in combination with the payment of long-term variable remuneration in shares or the linking of the calculation to the share price, is sufficient.

**8. Recommendation G.8 of the Code 2022:** A subsequent change in the target values or the comparison parameters was not excluded. In some cases, the Executive Board employment contracts provide for the Supervisory Board's authority to subsequently adjust individual parameters for the assessment of individual, variable compensation components in the event of extraordinary events. Such an adjustment option, which also allows adjustments both to the benefit and to the detriment of the Executive Board members, ensures that the members of the Executive Board are properly incentivized. Since the decision is in the sole and proper discretion of the Supervisory Board, such an adjustment option is in the best interests of the company and its shareholders.

**9. Recommendation G.10 of the Code 2022:** Most of the variable remuneration amounts for the members of the Management Board were not granted in shares of the company but in cash due to existing contractual commitments.

In addition, the remuneration system for the Management Board also specified, on the basis of existing commitments, that the long-term variable remuneration component would not be paid out in shares after four years, but after the annual financial statements for the last financial year of the contract term had been approved.

**10. Recommendation G.12 of the Code 2022:** Due to existing contractual commitments, it was not intended in some cases that the long-term variable remuneration of the members of the Management Board would be granted pro rata for the period up to the end of the contract in the event of termination of the respective Management Board service contract, but that it would lapse if the Management Board member was no longer employed by the company.

II. Eckert & Ziegler AG complies with all recommendations of the "Government Commission on the German Corporate Governance Code" in accordance with Code 2022 and will continue to comply with these in the future with the following exceptions:

**1. Recommendation A.3 of the Code 2022:** With its internal control system and risk management system, the company strictly follows the requirements of the Stock Corporation Act. The company does not implement sustainability-related objectives that go beyond these requirements in the interest of lean and functioning administrative processes.

**2. Recommendation A.5 of the Code 2022:** In the management reports of the company and the group, the essential features of the internal control and risk management system are described with regard to the accounting process, as required by the Stock Corporation Act. In order to keep the administrative burden within reasonable limits, there are no further descriptions of the systems, nor are there any comments on their adequacy and effectiveness.

**3. Recommendation B.5 of the Code 2022:** The company does not set an age limit for its Executive Board members. People should neither be privileged nor disadvantaged because of their age, skin color, origin, or gender. The guideline for filling board positions can only be to select from the largest possible pool of candidates those persons who, in a given situation, are most suited to strengthen the board and thus the competitiveness of the company due to their knowledge, skills and professional experience.

**4. Recommendation C.2 of the Code 2022:** The Company does not set an age limit for its Supervisory Board members because age is not a relevant criterion for them.

**5. Recommendation C.7 and C.10 of the Code 2022:** The current Chairman of the Supervisory Board of Eckert & Ziegler AG, Dr. Andreas Eckert, was its Chairman of the Executive Board until June 7, 2023, and was immediately subsequently appointed to the Supervisory Board by the major shareholder Eckert Wagniskapital und Frühphasenfinanzierung GmbH (EWK), where he took over as Chairman on June 7, 2023.

The Supervisory Board considered the knowledge and experience that Dr. Eckert has gained from his work on the Executive Board to be extremely valuable for the Supervisory Board's control function and was certain that Dr. Eckert would exercise his Supervisory Board mandate in the best interests of Eckert & Ziegler AG. In addition, the appointment of Dr. Eckert by EWK ensured that the shareholders had sufficient control over the composition of the Supervisory Board, which is in line with the legislative values of Section 100 (2) No. 4 AktG.

**6. Recommendation G.6 of the Code 2022:** Some Executive Board members were not granted any long-term variable remuneration components, as these contracts only have terms of two years, and a long-term variable remuneration component did not appear appropriate.

**7. Recommendation G.7 of the Code 2022:** The Supervisory Board has not defined any performance criteria for each Executive Board member for the upcoming financial year for the variable remuneration components, which - in addition to operational - are primarily based on strategic objectives. Annual specifications would represent an intervention by the Supervisory Board in the management of the Company, which is not necessary in the Company's situation in order to promote its sustainable and long-term development. The primary link in accordance with the remuneration system to the net income for the year or its long-term development, in combination with the payment of long-term variable remuneration in shares or the linking of the calculation to the share price, is sufficient.

**8. Recommendation G.8 of the Code 2022:** A subsequent change of the target values or the comparison parameters is not excluded. In some cases, the employment contracts of members of the Board of Management provide for the Supervisory Board's authority to subsequently adjust individual parameters for the assessment of individual, variable compensation components in the event of extraordinary events. Such an adjustment option, which incidentally permits adjustments both in favor of and to the detriment of the Executive Board members, ensures appropriate incentivization of the Executive Board members. As the decision is made at the sole, appropriate discretion of the Supervisory Board, such an adjustment option is in the best interests of the Company and its shareholders.

**9. Recommendation G.10 of the Code 2022:** Most of the variable remuneration amounts for the members of the Management Board are not granted in shares of the company but in cash due to existing contractual commitments.

In addition, the remuneration system for the Management Board also specified, on the basis of existing commitments, that the long-term variable remuneration component would not be

paid out in shares after four years, but after the annual financial statements for the last financial year of the contract term have been approved.

**10. Recommendation G.12 of the Code 2022:** Due to existing contractual commitments, it is not intended in some cases that the long-term variable remuneration of the members of the Management Board will be granted pro rata for the period up to the end of the contract in the event of termination of the respective Management Board service contract, but that it will lapse if the Management Board member is no longer employed by the company.

Berlin, 3 October 2023

Eckert & Ziegler AG

Executive Board:

Dr. Harald Hasselmann  
CEO

Supervisory Board:

Dr. Andreas Eckert  
Chairman