

Declaration on Compliance and Corporate Governance Report (as of January 24, 2023)

Declaration on compliance pursuant to Section 161 AktG

Since submitting the last declaration of conformity on December 03, 2021, Eckert & Ziegler AG has complied with all recommendations of the “Government Commission on the German Corporate Governance Code” in the version dated December 16, 2019 (“Code 2020”) with the following exceptions:

- 1. Recommendation B.5 of the 2020 Code:** 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.
- 2. Recommendation C.2 of the Code 2020:** The company has not set an age limit for its Supervisory Board members because age is not a relevant criterion for them.
- 3. Recommendation D.5 of the 2020 Code:** The Supervisory Board has not established a nomination committee. The formation of a nomination committee was not necessary, due to the small number of Supervisory Board members and the specific circumstances of the Company. The Supervisory Board as a whole was equally capable of performing the tasks normally assigned to a nomination committee.
- 4. Recommendation F.2 of the 2020 Code:** The annual financial statements were published by April 30, 2022. The reason for this was the Group-wide introduction of an EU taxonomy and the associated adjustments to the processes for preparing the annual financial statements.
- 5. Recommendation G.1 of the 2020 Code:** As the previous compensation system had already been defined before ARUG II came into force, an Executive Board compensation system which largely complies with the recommendations of the Code was not presented until the 2022 Annual General Meeting.
- 6. Recommendation G.4 of the 2020 Code:** In assessing the customary nature of Executive Board compensation within the Company, the Supervisory Board had not taken into account the ratio of Executive Board compensation to that of senior management and the workforce as a whole, nor had it taken this into account in the development over time under the previous compensation system. It has since been taken into account under the current system approved by the 2022 Annual General Meeting.
- 7. Recommendation G.7 of the 2020 Code:** 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 2020: 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.

II. Eckert & Ziegler AG complies 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. The Code has been complied with since it came into force and will continue to be complied with in the future, with the following exceptions:

1. Recommendation B.5 of the Code 2022: The company does not set an age limit for its Executive Board members because age is not a relevant criterion for them.

2. 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.

3. 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.

4. 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.

Remuneration Report / Remuneration System

The applicable remuneration system for members of the Executive Board pursuant to section 87a (1) and (2) sentence 1 AktG, which was approved by the Annual General Meeting on June 10, 2020, and the resolution adopted by the Annual General Meeting on June 1, 2022 pursuant to section 113 (3) AktG on the remuneration of the members of the Supervisory Board are publicly accessible at https://www.ezaq.com/home/investors/corporate_governance/remuneration/. The remuneration report and the auditor's report pursuant to section 162 AktG will be made publicly available at the same internet address.

Information on corporate governance practices

The Executive Board of the company is fully committed to the legal and company-specific regulations on responsible and lawful conduct. It has expressed this principle by creating a Code of Conduct which is binding throughout the Group (available at: www.ezaq.com/home/about_us/code_of_conduct/). The Executive Board commits itself and the Group to refraining from any business activities that contravene the principles of the Code of Conduct.

Operating principles of the Executive Board and Supervisory Board

In accordance with the provisions of the German Stock Corporation Act (AktG), the company is subject to the so-called "dual management system", which is characterized by a separation of personnel between the Executive Board as the management body and the Supervisory Board as the monitoring body. The Executive Board manages the company with the aim of creating sustainable value, develops the corporate strategy and ensures its implementation in consultation with the Supervisory Board. The Supervisory Board, on the other hand, is responsible for monitoring and advising the Executive Board on an ongoing basis. The Executive Board and Supervisory Board work closely together in the interests of the company.

The Executive Board of the company currently consists of three members. The members of the Executive Board are jointly responsible for the management of the company. This does not affect the overall responsibility of all members of the Executive Board. Each member of the Executive Board is responsible for managing the business area assigned to him or her.

The principles of cooperation between the members of the Executive Board are set out in the Executive Board's rules of procedure. In particular, these rules govern the responsibilities of the individual members of the Executive Board, the matters reserved for the Executive Board as a whole, the passing of resolutions, the majorities required for resolutions, and the rights and duties of the Chairman of the Executive Board. In addition, the Rules of Procedure define a catalog of transactions of fundamental importance for which the Executive Board requires the approval of the Supervisory Board.

The Executive Board informs the Supervisory Board regularly, promptly and comprehensively about all aspects of business development of importance to the Group, significant business transactions and the current earnings situation, including the risk situation and risk management. Deviations in the course of business from previously established plans and targets are explained and justified.

In accordance with the Articles of Association, the Supervisory Board consists of six members and is composed exclusively of shareholder representatives. The Supervisory Board is directly involved in decisions of fundamental importance to the company. This also includes the strategic alignment of the company. The Supervisory Board appoints and dismisses the members of the Executive

Board, decides on the remuneration system for the members of the Executive Board and sets their respective total remuneration.

The rules of procedure with regard to the conduct of meetings and resolutions of the Supervisory Board and its committees, if any, are summarized in the Rules of Procedure of the Supervisory Board. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board and chairs the meetings. In view of the specific circumstances of the company and the small number of its members, the Supervisory Board has established three committees, a Remuneration Committee, a Nomination Committee and an Audit Committee. The members of the Remuneration Committee and the Nomination Committee are Dr. Edgar Löffler and Frank Perschmann. Due to the size of the committees, the appointment of a committee chairman was waived. The members of the Audit Committee are Albert Rupprecht and Prof. Dr. Helmut Grothe. Although the Audit Committee also has only two members, the German Stock Corporation Act and the German Corporate Governance Code require the appointment of a committee chairman. The Chairman of the Audit Committee is Albert Rupprecht. The Supervisory Board regularly evaluates how effectively it and any of its committees perform their duties. In the 2022 financial year, a self-assessment was carried out in the form of a comprehensive questionnaire on all relevant issues.

Composition of the Executive Board, age limit and long-term succession planning

In determining the composition of the Executive Board, the Supervisory Board takes diversity into account, paying particular attention to broad-based skills and experience that are important for the company and to non-discriminatory selection. No specific age limit is set for members of the Executive Board. The Supervisory Board ensures long-term succession planning with regard to appointments to the Executive Board. In particular, the Supervisory Board identifies times when it may be necessary to replace one or more members of the Executive Board and discusses the requirements to be met by potential successors and the possible involvement of external service providers. In its activities, the Supervisory Board regularly exchanges views with the Executive Board and its members within the legally permissible framework, in particular on the career planning of Executive Board members and on potential internal successors and their development.

Targets for the composition of the Supervisory Board, competence profile and status of implementation

The Supervisory Board has resolved targets for its composition and a competence profile. Accordingly, the Supervisory Board is to be composed in such a way that its members as a whole have the knowledge, skills and specialist experience required to perform their duties properly. At the same time, the aim is to ensure that the Supervisory Board has all the knowledge and experience deemed essential in view of the company's activities. Furthermore, in view of the international activities of the company, the aim is always to have several members on the Supervisory Board who have international business experience or some other international connection. No specific age limit is set for members of the Supervisory Board.

In the opinion of the company, the Supervisory Board is composed of individuals with a broad range of experience in the areas that are important for the company. In addition to members with expertise in accounting and auditing, the Supervisory Board currently has members with proven expertise in the fields of healthcare, natural sciences and law. Furthermore, several members have international business experience or other international backgrounds as a result of past or present professional activities. The current composition of the Supervisory Board therefore meets the objectives for the composition of the Supervisory Board and is in line with the competence profile.

Audit Committee

The Audit Committee prepares, among other things, the negotiations, and resolutions of the Supervisory Board on the audit and adoption of the annual financial statements and the approval of the consolidated financial statements, on the Executive Board's proposed resolution on the appropriation of profits and on the Supervisory Board's proposal to the Annual General Meeting on the appointment of the auditor. The Audit Committee also deals with accounting issues, the financial reports, the approval of non-audit services provided by the auditors, the monitoring of the effectiveness of the internal risk management and control system, the internal auditing system, and discusses compliance issues and the monitoring of the audit of the financial statements. The Audit Committee also discusses the audit reports with the auditors and their findings and makes recommendations to the Supervisory Board in this regard.

Members of the Audit Committee

- Albert Rupprecht (Chairman of the Audit Committee since 1 June 2022)
- Prof. Dr. Helmut Grothe
Until 31 May 2022:
- Frank Perschmann (Chairman of the Audit Committee)
- Dr. Edgar Löffler
- Albert Rupprecht
- Prof. Dr. Helmut Grothe

The Audit Committee meets the requirements of Arts. 100(5) and 107(4) sentence 3 AktG, according to which at least one member must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing, and according to which the members as a whole must be familiar with the sector in which the Company operates.

Albert Rupprecht, Chairman of the Audit Committee since June 1, 2022, has extensive expertise in the areas of accounting, annual financial statements, finance and supervision thanks to his professional background. As part of his studies and his duties as a management consultant, commercial manager, managing director, commercial director and shareholder of various companies, he has for many years performed supervisory activities in both accounting and the preparation of annual financial statements. His activities also included the commissioning of the auditor, the company's organization of the audit, the discussion of audit planning and implementation, the monitoring of the audit, the assessment of its quality and of audit findings. Albert Rupprecht has also been a member of the German Bundestag since 2002. As a member of the Finance Committee, Albert Rupprecht is jointly responsible for the legal framework for the preparation of annual financial statements. As Chairman of the SoFFin supervisory body ("bank rescue fund") during the financial crisis, Albert Rupprecht monitored the rescue measures. For this purpose, the close exchange with auditors as well as the discussion of the documents and annual financial statements submitted by the financial institutions concerned were of central importance.

Prof. Dr. Helmut Grothe also has extensive experience in the field of accounting. He holds a doctorate in international corporate law, a habilitation in monetary and commercial law, and a university teaching license in, among others, commercial and corporate law. In addition, he has completed the course to become a specialized attorney for tax law. Through participation in several further training courses, in particular on the topics of IFRS, auditing of financial reporting, intangible assets, provisions and sustainability reporting, as well as through continuous discussions with auditors, both members of the Audit Committee were able to deepen their specialist knowledge in the reporting period. Albert Rupprecht and Frank Perschmann (Chairman of the Audit Committee until May 31, 2022) are each independent members of the Supervisory Board.

Remuneration Committee

The Remuneration Committee focuses in particular on the Company's remuneration system and its further development, as well as on the amount and appropriateness of Executive Board remuneration and makes appropriate recommendations to the Supervisory Board for its decision making.

Members of the Remuneration Committee

- Dr. Edgar Löffler
- Frank Perschmann

Nomination Committee

The Nomination Committee submits proposals to the Supervisory Board on filling vacancies on the Executive Board and deals, among other things, with succession planning issues.

Members of the Nomination Committee

- Dr. Edgar Löffler
- Frank Perschmann

The Supervisory Board should also include what the shareholders consider to be an appropriate number of members who are independent of the company and its Executive Board and independent of any controlling shareholder, Recommendation C.6 GCGC. The Supervisory Board, which has no employee representatives, considers that at least half of the Supervisory Board members should be independent within the meaning of this recommendation. In addition, more than half of the members of the Supervisory Board shall be independent of the company and its Executive Board. A member is independent of the company and its Executive Board if he or she has no business or personal relationship with the company or its Executive Board that could give rise to a material and not merely temporary conflict of interest. A member is independent of a controlling shareholder if he or she or a close member of his or her family is neither a controlling shareholder nor a member of the controlling shareholder's executive body or has a personal or business relationship with the controlling shareholder that could give rise to a material and not merely temporary conflict of interest. In fiscal year 2022, two thirds, i.e. four of the members of the Supervisory Board were and currently are independent, namely the Chairman of the Supervisory Board, Prof. Dr. Wolfgang Maennig, and Dr. Edgar Löffler, Frank Perschmann and Albert Rupprecht. One third, i.e. two members of the Supervisory Board, were delegated by the main shareholder, namely Prof. Dr. Helmut Grothe and Jutta Ludwig (until 31 December 2022), in accordance with Section 9 (2) of the Articles of Association. With the transition of Jutta Ludwig to the Executive Board with effect from January 01, 2023, Paola Eckert-Palvarini was appointed to the Supervisory Board.

The Chairman of the Supervisory Board, Prof. Dr. Maennig, has been a member of the Supervisory Board for more than 12 years. Nevertheless, the Supervisory Board considers Prof. Dr. Maennig to be independent of the company and its Executive Board. Due to his teaching and research activities as a full professor at the University of Hamburg, Prof. Dr. Maennig is a well-known person in the Federal Republic of Germany, which in the opinion of the Supervisory Board speaks for his independence from the company and its Executive Board. In addition, the Supervisory Board considers that the company-specific knowledge and experience that Prof. Dr. Maennig has been able to acquire through his many years of membership of the Supervisory Board enriches and promotes in particular the monitoring of the Executive Board and the coordination of the Supervisory Board's activities without being detrimental to his neutrality and independence. There are no facts relating to

Prof. Dr. Maennig's membership of the Supervisory Board that could constitute a material and not merely temporary conflict of interest.

Prof. Dr. Helmut Grothe has been a member of the Supervisory Board since 2014, Albert Rupprecht since 2017, and Jutta Ludwig, Dr. Edgar Löffler and Frank Perschmann since 2019.

The main knowledge, skills and professional experience of the Supervisory Board members are shown in the following table as a qualification matrix:

Competencies of the members of the Supervisory Board		Prof. Dr. Wolfgang Maennig	Prof. Dr. Helmut Grothe	Albert Rupprecht	Jutta Ludwig (until 31 December 2022)	Paola Eckert-Palvarini (since 1 January 2023)	Dr. Edgar Löffler	Frank Perschmann
Duration of membership	<i>Member since</i>	1998	2014	2017	2019	2023	2019	2019
Personal appropriateness	<i>Regulatory Requirement</i>	✓	✓	✓	✓	✓	✓	✓
	<i>Independence</i>	✓*	**	✓	**	**	✓	✓
	<i>No Overboarding</i>	✓	✓	✓	✓	✓	✓	✓
Diversity	<i>Gender</i>	male	male	male	female	female	male	male
	<i>Year of birth</i>	1960	1960	1968	1953	1968	1953	1953
	<i>Nationality</i>	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch
	<i>Internat. Experience</i>	✓	✓		✓	✓	✓	
	<i>Educational background</i>	Economist	Lawyer	Economist	Economist/ Sinologist	Radiation physicist	Medical physicist	Engineer
Professional appropriateness	<i>Accounting</i>	✓	✓	✓	✓	✓	✓	✓
	<i>Risk management</i>	✓	✓	✓	✓	✓	✓	✓
	<i>Strategy</i>	✓	✓	✓	✓	✓	✓	✓

	<i>Corporate Management and control</i>	✓	✓	✓	✓	✓	✓	✓
Special expertise	<i>Financial expert acc. §100 Abs. 5 AktG</i>							
	<i>Accounting Expert</i>		✓					
	<i>Auditing Expert</i>			✓				
	<i>Sustainability</i>		✓	✓				
	<i>Information technology</i>							✓
	<i>Sciences</i>					✓	✓	✓

* Prof. Dr. Maennig is a well-known public person due to his teaching and research activities as a full professor at the University of Hamburg, which, in the opinion of the Supervisory Board, speaks in favor of his independence from the Company and its Executive Board. In addition, the Supervisory Board is of the opinion that the company-specific knowledge and experience gained by Prof. Dr. Maennig through his many years of membership of the Supervisory Board enriches and promotes, in particular, the supervision of the Executive Board and the coordination of the Supervisory Board's activities, without detracting from his neutrality and independence. There are no facts on the basis of Prof. Dr. Maennig's membership that could constitute a material and not merely temporary conflict of interest.

** In accordance with Article 9 (2) of the Articles of Association, the major shareholder has the non-transferable right to appoint two of the shareholder representatives to the Supervisory Board of the Company (right of appointment).

As part of the Act on Equal Participation of Women and Men in Leadership Positions, a minimum target of one sixth was set for the proportion of women on the Supervisory Board (see below for more details).

Specification of targets for the proportion of women in the Executive Board, Supervisory Board and management positions

In accordance with section 111 (5) of the German Stock Corporation Act (AktG), the Supervisory Board and in accordance with section 76 (4) of the German Stock Corporation Act (AktG), the Executive Board have resolved the following targets for the proportion of women on the Supervisory Board and on the Executive Board and in the two management levels below the Executive Board:

Targets for the Executive Board and Supervisory Board

It was and is exclusively competence on the basis of which the Company selects its **Executive Board** members. The Company cannot afford to base its decision on any criterion other than the selection of the best candidates. The Company is committed to the values of the German constitution (Article 3 (3) of the German Basic Law, GG), so that gender plays no more of a role in filling Executive Board positions than does ancestry, home country, origin, religion, political views or skin color. The Company is also in favor of women applying for positions on the Executive Board. However, for competitive and constitutional reasons the company is not in a position to set a fixed target for the proportion of women or any other quota. On June 1, 2022 the Supervisory Board therefore set 0%

as the target for the proportion of women on the Executive Board of Eckert- und Ziegler AG. The start of the 5-year period is to be July 01, 2022. The period for meeting the target ends on June 30, 2027. In fiscal year 2022, the Executive Board of the company did not include any women. On January 1, 2023 Jutta Ludwig moved from the Supervisory Board to the Executive Board.

For the **Supervisory Board**, the Supervisory Board resolved on the same day to set a quota of 1/6 (equivalent to approx. 17%). The start of the 5-year period is to be July 01, 2022. The deadline for achieving the target figure was also set at June 30, 2027. Currently, the Supervisory Board of the company includes one woman, i.e. 1/6.

Target figures for upper management levels

Eckert & Ziegler Strahlen- und Medizintechnik AG is a medium-sized company with a lean management structure, including at the two management levels below the Executive Board. In the interests of shareholders, employees, and creditors (both private and public), the listed Group holding company only has 4 department heads (first management level) and 12 sub-department heads (second management level). The managers working there combine the highest levels of professional and personal competence in the Company's business areas, both nationally and internationally. Competence is and always has been the sole criterion on the basis of which the company selects its management personnel. The company cannot afford to base its decision on any criterion other than the selection of the best. The Company is committed to the values of the German constitution (Article 3 (3) of the German Basic Law, GG), so that gender plays no role in filling management positions, just as descent, home country, origin, religion, political views or skin color do not. There is a severe shortage of skilled workers in our industry. It is therefore only natural that the Company should endeavor to recruit and promote female specialists in particular, and that it should take a positive view of applications from women for management positions at the two levels below the Executive Board. However, as the Group Holding has no plans to increase the number of its department heads and sub-department heads, and at the same time the shortage of skilled workers has recently worsened considerably, it does not see itself in a position to create a fixed target for a proportion of women or any other quota. On July 04, 2022 the Executive Board therefore resolved to set a target of 0% for the proportion of women at the various management levels below the Executive Board. The 5-year period is to begin on July 01, 2022. The deadline for meeting the target is June 30, 2027. As of December 31, 2022, the female quota in the first management level below the Executive Board was 25% and in the second management level 33%. The figures relate to the listed Group holding company with its around 70 employees. Only the holding company is subject to the disclosure requirements of the "Act on the Equal Participation of Women and Men in Management Positions" (Art. 76 par. 4 AktG). In the Group as a whole, with around 980 employees, the picture is similar, particularly at the second management level.

More detailed information on equal opportunities and diversity can be found in the Eckert & Ziegler AG sustainability report at www.ezag.de > Investors > Reports.