

Resolution by the Management Board and the Supervisory Board of SURTECO GROUP SE, Bittenwiesen

The Management Board and the Supervisory Board submit the following Declaration of Compliance for the business year 2024 pursuant to Article § 161 (1) Sentence 1 Stock Corporation Act (AktG):

“Declaration on the German Corporate Governance Code pursuant to Article § 161 (1) Sentence 1 Stock Corporation Act (AktG)

The Management Board and the Supervisory Board declare that the recommendations issued by the Government Committee on the German Corporate Governance Code in the version dated 28 April 2022 published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Law Gazette (Bundesanzeiger) were implemented during the business year 2024 with the following deviations and furthermore confirm continued compliance with the following deviations:

1. A Nomination Committee of the Supervisory Board was not set up, notwithstanding recommendation D.4 of the Code.

Explanation: A Nomination Committee of the Supervisory Board has so far not been set up, because there is currently no requirement for this in view of the size of the Supervisory Board and the existing shareholder structure.

2. Notwithstanding recommendation F.2 of the Code, the consolidated financial statements and the consolidated management report are published within 120 days after the end of a business year.

Explanation: The Code provides for publication of consolidated financial statements within 90 days of the end of the reporting period. This deadline has been extended to 120 days in the case of SURTECO, in order to permit continuation of internal operations for drawing up the annual financial statements and the consolidated financial statements. An information deficit is not incurred as a result since the relevant figures are in any case available in good time for the ordinary Annual General Meeting.

3. Notwithstanding recommendation G.3 of the Code, the composition of the peer group will not be disclosed.

Explanation: Using its best judgement pursuant to § 87 Section (1) Stock Corporation Act (AktG), the Supervisory Board carries out a suitable horizontal peer group comparison in order to assess the appropriateness and customary level of the overall compensation for the Members of the Management Board in comparison with other companies. Against this background, different compensation data from comparable enterprises were used. Due to the heterogeneity of SURTECO's business, the focus is essentially on economically comparable companies, as only limited data is available on companies in the same industry. Since this composition is subject to constant changes, the company has decided not to publish it.

4. In order to assess customary practice within the company, the remuneration system approved by the Annual General Meeting on 7 June 2024 does not take into account the overall ratio of Management Board remuneration to the remuneration of the workforce (deviation from recommendation G.4 of the Code).

Explanation: When defining the total compensation, the Supervisory Board took account of the salary structure of the second management tier of the Group, that is specifically the average of the total remuneration of the managing directors and the authorized signatories (Prokuristen) of the important operating subsidiary companies of the Group in Germany. The remuneration of a Member of the Management Board of SURTECO GROUP SE shall exceed the individual earnings of this group of people as a matter of course, because these managing directors and executive employees are only responsible for their individual company or sub-functions, and do not bear responsibility for the entire group of companies. In a comparison with the average compensation for the second management tier, the Management Board compensation (status: 2021) amounts to approximately fourfold the average remuneration of these managers. In the opinion of the Supervisory Board, this factor is not disproportionate in view of the responsibility associated with the function of the Management Board covering the entire group of companies. A comparison is not carried out with the remuneration paid to employees because the functions and responsibilities are not comparable.

5. The proportion of long-term variable remuneration does not exceed the proportion of short-term variable remuneration (deviation from recommendation G.6 of the Code).

Explanation: In the remuneration system approved by the Annual General Meeting on 7 June 2024, the short-term and long-term variable remuneration is 50 % each. The withheld 50 % will only be paid out after three years and will be reduced or increased as a percentage if the average bonus for the last three financial years is lower or higher than the bonus for the third to last financial year. The withholding and thus the long-term variable remuneration do not always exceed the short-term portion. However, the Supervisory Board believes that the focus on sustainable corporate development continues to be sufficiently guaranteed.

6. The variable compensation elements granted to the Members of the Management Board are not granted on the basis of shares. The long-term variable remuneration components for a valuation year are paid out after a period of three years in each case. (Deviation from recommendation G.10 of the Code).

Explanation: SURTECO GROUP SE does not hold any own (treasury) shares which would be available for the grant of such compensation elements. It seems neither appropriate nor necessary that a member of the Management Board can only dispose of the variable remuneration after four years. In this respect, the Supervisory Board considers a period of three years to be appropriate.

7. Apart from the retentions described under section 5, the contracts of service for the Members of the Management Board do not provide for any possibility of retaining or reclaiming variable remuneration in justified cases (deviation from recommendation G.11 Sentence 2 of the Code).

Explanation: If these types of retention or reclaiming options were proposed for inclusion in the contracts of service, the conditions under which payments made by the company could be reclaimed or retained from a Member of the Management Board would have to be precisely defined in advance. Clauses of this type would be beset by substantial risks if judicial enforcement were necessary. The Supervisory Board is of the opinion that the objective of such provisions has already been accounted for as a result of the retention of part of the variable remuneration (long-term component as described under item 5) and this arrangement is not associated with comparable legal risks. If there were any breaches of duty by a Member of the Management Board, the Supervisory Board would normally be required to pursue any existing

claims relating to compensation for damages pursuant to Article § 93 [2] Stock Corporation Act (AktG). In this respect, the remuneration system, which was approved by the Annual General Meeting on 7 June 2024, also does not provide for the possibility of withholding remuneration (no claw back clause).

8. There is no contractually agreed severance payment cap of two years' remuneration for the Chairman of the Management Board, Mr. Wolfgang Moyses. For the member of the Management Board Andreas Pötz, payments in the event of premature termination are limited to a maximum of two years' remuneration. Under certain circumstances (change of control), both members of the Management Board may be remunerated for more than the remaining term. (Deviation from recommendation G.13 of the Code).

Explanation: Mr. Moyses' previous employment contracts did not contain a severance payment cap, so that this was waived when the current employment contract with Mr. Moyses was concluded. The Supervisory Board refers to Section 7 (Deviations) of the approved remuneration system. In the event of a change of control (see section 9), payment claims can be asserted for a period of at least two years. The Supervisory Board considers this provision to be appropriate.

9. Benefits have been contractually agreed for both members of the Management Board in the event of premature termination of the employment contract by the Management Board member due to a change of control. (Deviation from recommendation G.14 of the Code).

Explanation: The Management Board and the Supervisory Board take the position that securing remuneration with an adequate term is appropriate in the event of a more precisely defined change of control as part of a takeover (change of control). In this way, the company ensures that the implementation of the company's approved, long-term strategy is secured by optimal board composition.

10. The target figure set for the Supervisory Board was not taken into account in the resolution proposed to the Annual General Meeting on the elections to the Supervisory Board. (Deviation from Recommendation C.1 of the Code).

Explanation: In its proposal to the Annual General Meeting, the Supervisory Board took into account both the diversity concept and the skills profile for the composition of the Supervisory Board in its decision-making process. Ultimately, after weighing up all the relevant aspects, the Supervisory Board decided to propose the re-election of the (male) candidates to the Annual General Meeting. The Supervisory Board is convinced that the proposed candidates are the most suitable candidates in the interests of the company.

Buttenwiesen, 13 December 2024

SURTECO GROUP SE

Management Board and Supervisory Board"