

Brockhaus Capital Management AG

Update of the 2020 Declaration of Compliance

Update of the Declaration of Compliance with the German Corporate Governance Code by the Executive Board and the Supervisory Board of Brockhaus Capital Management AG pursuant to section 161 of the AktG

The Executive Board and Supervisory Board of Brockhaus Capital Management AG (the “**Company**”) declared in December 2020 that the Company complied and will comply with the recommendations of the German Corporate Governance Code (the “**Code**”) in the current version dated 16 December 2019, which was published in the Federal Gazette on 20 March 2020, since its admission to the regulated market of the Frankfurt Stock Exchange on 10 July 2020, with the departures described in the declaration. That declaration was supplemented in March 2021 and is now being updated as follows.

Compliance with the recommendations of the Code

The recommendations set out in C.10, D.2-D.5, D.8, D.11, D.13, G.1-G.6, G.8-9, G.11, G.13 and G.17 of the Code will be complied with in the future. The remuneration system for the Company’s Executive Board, which was resolved by the Company’s Supervisory Board and is planned to be submitted for approval to the Company’s Annual General Meeting on 16 June 2021 (the “**remuneration system for the Executive Board**”), complies with the Code, with the following exceptions.

Establishment of certain performance criteria (G.7 of the Code)

Before the beginning of the first fiscal year of the three-year reference period, the Supervisory Board will establish the specific target values for the performance targets applicable to the multiyear variable remuneration for the following three-year measurement period. The Supervisory Board does not believe that establishing these target values each year for each member of the Executive Board is expedient because long-term targets to be achieved over a multiyear period cannot be rationally split up into individual annual segments.

Predominantly share-based remuneration / Investment in shares and timing of the accessibility of granted long-term variable remuneration components (G.10)

The remuneration system for the Executive Board provides for a share-based remuneration option. However, this does not apply to the predominant share of the variable remuneration components because the Supervisory Board considers the arrangements stipulated in the remuneration system

to be adequate for ensuring the appropriate harmonization of the interests of the Executive Board and the shareholders. The Supervisory Board considers a four-year holding period to be excessive, and believes that a holding period of up to three years is adequate for ensuring a long-term incentive.

Holding period after contract termination (G.12)

The remuneration system for the Executive Board sets out that the members of the Executive Board are not required to hold shares of the Company granted to them by the Company as remuneration beyond the date of termination of their membership of the Executive Board. The Supervisory Board does not believe that there is any need in this case to ensure the long-term nature of variable remuneration components.

Frankfurt am Main, May 2021

Executive Board

Supervisory Board

Marco Brockhaus

Dr. Othmar Belker

Chairman of the Executive Board

Chairman of the Supervisory Board