

Declaration of conformity pursuant to section 161 AktG (German stock corporation act) of the Board of Management and the Supervisory Board of Leifheit AG

The Board of Management and Supervisory Board of Leifheit AG issue the following declaration of conformity pursuant to section 161 of the German stock corporation act (AktG) regarding the recommendations of the “Government Commission on the German Corporate Governance Code” and will ensure that it is published on the website of Leifheit AG. The following declaration refers to the recommendations of the German corporate governance code (code) in its version of 28 April 2022, published in the Federal Gazette on 27 June 2022.

The Board of Management and the Supervisory Board of Leifheit AG declare that the recommendations of the code – except for those listed below – are being complied with and were previously complied with in the past.

Competency profile/objectives for the composition – Proposals of the Supervisory Board to the Annual General Meeting for election of Supervisory Board members (recommendation C.1 sentence 4)

In C.1 sentence 4, the code recommends that proposals of the Supervisory Board to the Annual General Meeting should consider the concrete objectives named by the Supervisory Board for its composition and at the same time aim to fulfil the competency profile for the entire body.

When adopting the proposal for the Annual General Meeting 2024, the Supervisory Board had considered the diversity concept/competency profile for the composition of the Supervisory Board, which, among other things, provides for an age limit of 70 years at the time of the appointment of a Supervisory Board member. After careful consideration, the Supervisory Board had decided to propose Dr Blaschke for re-election at the 2024 Annual General Meeting despite exceeding the age limit to ensure the necessary continuity in the best interests of the company and to lead the new composition of the Supervisory Board as Chairman of the Supervisory Board.

In future, the recommendation in C.1 sentence 4 is to be complied with again.

External reporting (recommendation F.2 sentence 1)

In F.2 sentence 1, the code recommends that the consolidated financial statements and the group management report should be publicly accessible within 90 days of the end of the financial year.

This recommendation will not be followed with the publication of the consolidated financial statements and group management report for 2024. Due to scheduling reasons, these will be published on 9 April 2025.

**Availability of granted long-term variable remuneration components
(recommendation G.10 sentence 2)**

In G.10 sentence 2, the German corporate governance code recommends that granted long-term variable remuneration components shall be accessible to Board of Management members only after a period of four years.

The in 2022 amended remuneration system excepts from above recommendation regarding the long-term incentive (LTI). In accordance with the remuneration system, LTI tranches will be granted from 2023 with a term of three (previously: four) years. The reason for shortening the performance period is that the performance criteria relevant for determining the LTI are set with priority given to the respective medium-term plan, which also covers a period of three years. The actual remuneration system ensures that medium-term planning and LTI targets are synchronised. The Supervisory Board believes that a three-year performance period also provides a sustainable incentive for Board of Management members to orientate their performance in office towards promoting the business strategy and long-term development of Leifheit AG.

**Claw-back clause for variable Board of Management remuneration components
(recommendation G.11)**

The code recommends in G.11 that variable remuneration may be withheld or reclaimed in justified cases.

As a precautionary measure, a deviation from this recommendation, which probably also concerns the remuneration system for Board of Management members, is declared. The legal admissibility of so-called claw-back clauses, which are referred to in recommendation G.11, has still not been conclusively clarified and, in particular, has not yet been decided by the highest courts. The Supervisory Board has therefore decided not to include a claw-back clause in the Board of Management service agreements and in the remuneration system.

**Performance-related remuneration for Supervisory Board members
(recommendation G.18 sentence 2)**

If the Supervisory Board members are promised performance-related remuneration, this should be oriented towards the long-term development of the company, according to recommendation G.18 sentence 2 of the code.

With the expiry of the LTI program at the end of 2022, this recommendation has not been complied with since the financial year 2023.

In accordance with art 2 para. 5 of the articles of incorporation, Supervisory Board members receive performance-related remuneration based on the annual change in earnings per share (EPS) for the period. Board of Management and Supervisory Board believes that a one-year performance-related remuneration also reflects the responsibility of the Supervisory Board for the long-term development of the company.

Nassau/Lahn, December 2024