

## Declaration on (Group) Corporate Governance pursuant to Sections 289f, 315d of the German Commercial Code (HGB)

In this declaration, the Management Board and Supervisory Board report on the corporate governance of the Company in the financial year from January 1, 2021 to December 31, 2021 in accordance with sections 289 f, 315 d of the German Commercial Code (HGB) and as required by Principle 22 of the German Corporate Governance Code.

### 1 Declaration pursuant to Section 161 of the German Stock Corporation Act (AktG) of the Management Board and Supervisory Board of KATEK SE on the German Corporate Governance Code

On September 24, 2021, the Management Board and Supervisory Board adopted the following joint declaration of conformity of KATEK SE pursuant to Section 161 of the German Stock Corporation Act (AktG) and made it available to the public on a permanent basis:

The Management Board and Supervisory Board of KATEK SE declare in accordance with Section 161 of the German Stock Corporation Act (AktG) that all recommendations of the Government Commission on the German Corporate Governance Code in the version dated December 16, 2019, published in the Federal Gazette on March 20, 2020, have been complied with since the start of the stock exchange listing on May 04, 2021, with the exception of the recommendation in C.5 that the Management Board of a listed company should not chair the Supervisory Board of a listed company outside the Group.

The Management Board and Supervisory Board of KATEK SE further declare pursuant to 161 AktG that all recommendations of the Government Commission on the German Corporate Governance Code in the version of December 16, 2019, published in the Federal Gazette on March 20, 2020, will be complied with, with the exception of the recommendation in C.5 that the Management Board of a listed company should not chair the Supervisory Board of a listed company outside the Group.

Explanatory Statement:

Mr. Rainer Koppitz is a member of the Supervisory Board of NFON AG and CENIT AG, in both cases as Chairman of the Supervisory Board.

The Management Board and Supervisory Board of KATEK SE believe that these activities are compatible with his activities as Chairman of the Management Board of KATEK SE.

Munich, September 24, 2021

**For the Management Board**

Dr. Johannes Fues  
Rainer Koppitz

**For the Supervisory Board**

Klaus Weinmann

The corresponding declaration is permanently available to the public on the KATEK website in the section <https://katek-group.de/investor-relations-section/corporate-governance/?lang=en>.

## 2 Compensation Report/Compensation System

At <https://katek-group.de/investor-relations-section/corporate-governance/?lang=en/> the applicable compensation system for the members of the Management Board pursuant to Section 87 a (1) and (2) sentence 1 AktG, which is to be approved by the Annual General Meeting on May 16, 2022, and the resolution on the compensation of the members of the Supervisory Board adopted by the Annual General Meeting on April 20, 2021, are publicly available. Following the IPO, the Annual General Meeting on May 16, 2022 is now to confirm the compensation of the members of the Supervisory Board determined to date with effect from the 2021 financial year in accordance with Section 113 (3) AktG.

As part of the audited management report for the fiscal year 2021, the compensation report and the auditor's report will be made publicly available in accordance with Section 162 AktG.

## 3 Basic Information on corporate governance practices

KATEK SE, with its registered office in Munich, is subject to German Stock Corporation Law as a European stock corporation and operates under a dualistic management system consisting of a Management Board and a Supervisory Board. KATEK is aware of its role in society and its responsibility towards customers, business partners, shareholders and employees. Respectful and cooperative collaboration as well as the conscious perception of social responsibility and compliance with the relevant regulations and laws form the basis for the long-term and sustainable success of the company. The most important guiding principles and guidelines that underlie KATEK's actions in the areas of compliance and sustainability are listed at <https://katek-group.de/ueber-katek/nachhaltigkeit/>.

At least once a year, the Management Board convenes the Annual General Meeting. At the Annual General Meeting, the shareholders of KATEK SE exercise their rights of company co-administration and co-governance. At the Annual General Meeting, the shareholders decide in particular on the appropriation of net income, the discharge of the acts of the Management Board and Supervisory Board, they elect the shareholder representatives to the Supervisory Board and the auditor. In addition, the Annual General Meeting decides on legal basics of the Company, in particular on amendments to the Articles of Association, capital measures, inter-company agreements and conversions. The Annual General Meeting will generally adopt resolutions of an advisory nature on the approval of the compensation system for the Executive Board members presented by the Supervisory Board, on the specific compensation of the Supervisory Board, and of a recommendatory nature on the approval of the compensation report for the past fiscal year.

## 4 Description of the work procedures of the Management Board and Supervisory Board and the composition and role of the committees

The working methods of the Management Board and Supervisory Board are based on the relevant laws, the German Corporate Governance Code, the Articles of Association and the resolutions of the Annual General Meeting of KATEK SE, the rules of procedure for the Supervisory Board, and the rules of procedure and business distribution plan for the Management Board.

### 4.1 Management Board

The Management Board manages the company with the goal of creating sustainable value. The members bear joint responsibility for the overall management. The members of the Management Board work closely together, exchange information and keep each other informed on an ongoing basis about important measures and events

in their business areas. The principles of cooperation of the Management Board of KATEK SE are summarized in the Rules of Procedure for the Management Board. These regulate, in particular, the individual mandates of the management in a business distribution plan, matters reserved for the full Management Board, the representation regulations applicable to the Management Board, the rights and duties of the Chairman of the Management Board, the meetings, the passing of resolutions and required majorities for resolutions as well as the type of transactions that are subject to the approval of the Supervisory Board and are also stipulated in the Articles of Association of KATEK SE. In addition, the rules of procedure for the Management Board regulate reporting to the Supervisory Board. The Management Board of KATEK SE currently consists of two members, Mr. Rainer Koppitz (CEO & Co-Founder KATEK SE) and Dr. Johannes Fues (CFO KATEK SE).

The Management Board informs the Supervisory Board regularly, promptly and comprehensively about all relevant aspects of business development, significant business transactions, planning, the risk situation, risk management and compliance that are of importance to the KATEK Group. The Management Board and Supervisory Board discuss the strategic orientation of the company and the status of strategy implementation at regular intervals.

#### 4.2 Supervisory Board

The members of the Supervisory Board of KATEK SE in the reporting period were Klaus Weinmann (Chairman), Stefan Kober (Deputy Chairman), until December 31, 2021, Dr. Benjamin Klein, until March 31, 2021, Andreas Müller, since April 1, 2021, and Hannes Niederhauser, since April 7, 2021.

Dr. Klein stepped down from the Supervisory Board with effect from March 31, 2021. At the Extraordinary General Meeting on March 19, 2021, the number of members of the Supervisory Board was increased from three to four by way of an amendment to the Articles of Association. The Annual General Meeting on March 19, 2021 appointed Mr. Andreas Müller as a member of the Supervisory Board to replace Dr. Klein. Mr. Hannes Niederhauser was elected as the fourth member of the Supervisory Board. Mr. Müller and Mr. Niederhauser were appointed for the period up to the conclusion of the General Meeting which resolves on the discharge of the Supervisory Board for the fourth business year after the commencement of the term of office, not counting the financial year in which the term of office began.

Stefan Kober stepped down from the Supervisory Board at the end of December 31, 2021. Markus Saller was appointed as a member of the Company's Supervisory Board by court appointment on January 18, 2022. By way of the written resolution procedure, Mr. Saller was elected as Deputy Chairman of the Supervisory Board of KATEK SE on March 9, 2022. The election of a member of the Supervisory Board will be an item on the agenda of this year's Annual General Meeting.

The Supervisory Board advises the Management Board on the management of the Company and monitors its activities. It appoints and dismisses the members of the Management Board and, together with the Executive Board, is responsible for ensuring a long-term succession plan. The Supervisory Board also decides on the compensation system for the members of the Management Board and sets their respective compensation.

The principles relating to the cooperation within the Supervisory Board of KATEK SE are defined in the Rules of Procedure for the Supervisory Board. These regulate, among other things, the election of the chairman and his deputy, the convening of meetings and their procedure, the permitted types of resolution and the documentation of meetings and resolutions. The Supervisory Board also meets regularly without the Management Board of KATEK SE. The rules of procedure of the Supervisory Board can be found on the Company's homepage in the section /Investor Relations/Corporate Governance.

#### 4.3 Committees

The Supervisory Board established two committees for the first time in the reporting year, the Audit Committee and the Nomination Committee.

In the year under review, the Audit Committee consisted of Mr. Stefan Kober (Chairman), Mr. Klaus Weinmann (Deputy Chairman) and Mr. Andreas Müller, and the Nomination Committee consisted of Mr. Klaus Weinmann (Chairman), Mr. Stefan Kober (Deputy Chairman) and Mr. Hannes Niederhauser.

Following the retiring of Mr. Stefan Kober as of December 31, 2021, the Supervisory Board resolved the following composition of the Supervisory Board committees by way of the written resolution procedure,,: The members of the Audit Committee are Mr. Andreas Müller (Chairman), Mr. Klaus Weinmann (Deputy Chairman) and Mr. Markus Saller.

The members of the Nomination Committee are Mr. Klaus Weinmann (Chairman), Mr. Markus Saller (Deputy Chairman) and Mr. Hannes Niederhauser.

#### 4.4 Evaluation of the Supervisory Board

The Supervisory Board last conducted an internal self-assessment on September 24, 2021. The results of the assessment confirmed professional, constructive cooperation within the Supervisory Board and with the Management Board, characterized by a high degree of trust and openness. The results also confirmed efficient organization and conduct of meetings and appropriate provision of information. No fundamental need for change was identified.

### 5 Targets for the ratio of women on the Management Board and Supervisory Board as well as in the two management levels below the Management Board

The Management Board of KATEK SE currently consists of two male members. Due to the existing Management Board contracts, no changes are planned here until at least December 31, 2023. The Supervisory Board considers continuity in the upcoming strategic development of the company to be an important guideline and therefore has set the target figure of ratio of women to zero until December 31, 2023 in its meeting on March 25, 2022 due to the existing appointments of Mr. Koppitz and Dr. Fues.

The Supervisory Board consists of four male members: Mr. Klaus Weinmann as Chairman (term of office ends with the Annual General Meeting 2023), Mr. Andreas Müller and Mr. Hannes Niederhauser, whose term of office ends with the Annual General Meeting 2026, and Mr. Markus Saller as Deputy Chairman. Mr. Saller was appointed as a member of the Company's Supervisory Board by court appointment on January 18, 2022. There is therefore currently no woman on the Company's Supervisory Board.

In addition to the requirement of the self-defined target figure for the ratio of women, the German Corporate Governance Code (C.6) recommends that the ownership structure be taken into account in the composition of the Supervisory Board. With a Supervisory Board consisting of four members, both requirements cannot be realized across the board. The election of Mr. Saller as a member of the Supervisory Board of KATEK SE will be an item on the agenda of this year's Annual General Meeting. The Supervisory Board's election proposal for Mr. Saller was made taking into account the ownership structure. The Supervisory Board therefore defined the target figure zero as the ratio of women on the Supervisory Board by March 31, 2023 in its meeting on March 25, 2022.

In addition, the Management Board is obliged to set a target for the women's quota in the first and, if available, also in the second management level below the Management Board. The Management Board considers diversity to be an essential topic for the KATEK Group as a technology company. The Management Board therefore places a clear focus on ensuring that diversity is taken into account when filling management positions at all management levels below the Management Board of KATEK SE and its affiliated companies throughout the Group, both in Germany and abroad, and that appropriate consideration is given to women.

On March 24, 2022, the Management Board decided for the first time after listing on the definition of target figures. The existing Senior Management Team (SMT) was defined as the first management level below the Management Board and thus the relevant benchmark in application of the legal requirements within the given structures of the KATEK Group. In addition to the Management Board of the Company, this comprises the managing directors of the direct subsidiaries and the most important employees in corporate functions (legal, communication, etc.).

As an individual company, KATEK SE does not have a second management level below the Management Board due to its holding structure with a single-digit number of employees.

The ratio of women at SMT is currently 10%. The Management Board has set a target of 15% for the ratio of women at SMT, with a deadline of March 31, 2023. A further increase is intended in subsequent years, and this will be specified next year.

## 6 Diversity concept for the Management Board and long-term succession planning

Whilst searching for candidates for a position on the Management Board, the basic suitability criteria are professional qualifications for the intended area of responsibility, leadership qualities, previous performance and acquired skills, and knowledge of the company. The Management Board members should bring different professional experiences and expertise. This includes professional experience at different companies and stations in their curriculum vitae.

Having said this, the Supervisory Board of KATEK SE has adopted the following diversity concept for the composition of the Management Board:

The members of the Board of Management should as a whole possess the knowledge, skills and professional experience required to properly perform their duties.

The aim is to ensure that the members of the Board of Management have the following knowledge and experience:

- At least one member of the Management Board should be familiar with the business area of electronics manufacturing and services, and in particular with the market environment, the individual business areas and customer requirements;
- the Management Board member responsible for finance should have expertise in the fields of accounting or auditing as well as knowledge of the capital market and financing;
- at least one member of the Management Board should have experience in managing a medium-sized company;
- at least one member of the Board of Management should have special international experience;
- As a rule, only persons who have not yet reached the age of 65 should be members of the Management Board; in justified individual cases, this may be deviated from;

- for the ratio of women on the Management Board, the Supervisory Board has set targets and deadlines for their achievement in accordance with Section 111 (5) AktG, to which reference is made.

The Supervisory Board decides which person should be appointed to a specific position on the Management Board in the best interests of the company, taking into account all the circumstances of the individual case. At present, the Management Board of KATEK SE has two members with qualifications in different areas.

With regard to the composition of the Management Board, the Supervisory Board takes the view that the diversity concept is currently already being complied with.

In its long-term succession planning, the Supervisory Board takes into account - in addition to the requirements of the German Stock Corporation Act and the German Corporate Governance Code - the criteria in accordance with the diversity concept adopted by the Supervisory Board for the composition of the Management Board.

## 7 Objectives for the composition, competence profile and diversity concept for the Supervisory Board

The goal pursued by the Supervisory Board's diversity concept is to have a balanced Supervisory Board at KATEK SE that is equipped with many different competencies and that stands for the successful performance of its supervisory task in a special way.

The diversity concept for the composition of the Supervisory Board with regard to internationality, diversity of professional experience, educational background and age, as well as gender composition, therefore takes particular account of the following aspects:

- The Supervisory Board aims to take account of different professional and international experience in its composition. However, the Supervisory Board will not focus on the concept of diversity in its objectives and when proposing candidates to the Annual General Meeting, but will continue to be guided in particular by the knowledge, professional qualifications and personality of the persons in question;
- each member of the Supervisory Board fulfills the legal and statutory requirements for membership of the Supervisory Board (in particular Section 100 (1) to (4) AktG);
- the Supervisory Board shall not include more than one former member of the Management Board;
- As a rule, only persons who have not yet reached the age of 70 shall be members of the Supervisory Board; in justified individual cases, this may be deviated from;
- for the ratio of women on the Supervisory Board, the Supervisory Board has set targets and deadlines for their achievement in accordance with Section 111 (5) AktG, to which reference is made.

Within the framework of the Supervisory Board's competence profile, the Supervisory Board considers the key areas of professional competence, experience, competence in the key factors of the company, and personality profile to be decisive. The aim of the competence profile is to achieve the best possible coverage of the topics that are important for the company and point the way to the future. In addition, the Supervisory Board thus ensures that its members as a whole meet the requirements for proper Supervisory Board work.

The Supervisory Board considers expertise in the areas of technology, accounting and auditing (Section 100 (5) of the German Stock Corporation Act (AktG)) and finance, strategy, M&A, organization & human resources, and corporate processes to be essential.

Due to the international orientation of the KATEK Group, at least one member must also have several years of international experience, e. g. through consulting of or working for international companies.

Not every member needs to be equally knowledgeable in all areas of knowledge; rather, the various competencies should complement each other.

In addition, more than half of the shareholder representatives shall be independent of the Company and the Management Board; at least one shareholder representative shall be independent of the controlling shareholder. Significant and not merely temporary conflicts of interest are to be avoided.

In the opinion of the Supervisory Board, the objectives described with regard to the composition of the Supervisory Board, in particular from the diversity concept and competence profile, are currently already being met. All members of the Supervisory Board are also independent of the Company and its Management Board. They have no personal or business relationship with the Company or its Management Board that could give rise to a substantial and not merely temporary conflict of interest. Mr. Niederhauser and Mr. Müller are also independent of the controlling shareholder of KATEK SE, PRIMEPULSE SE.

## 8 Share transactions by members of board members

Pursuant to Article 19 Regulation (EU) No. 596 / 2014 of the European Parliament and of the Council of April 16, 2014 on Market Abuse (Market Abuse Regulation), members of the Management Board and the Supervisory Board are legally obliged to disclose proprietary transactions involving shares in KATEK SE, insofar as the total amount of the transactions carried out by the member or related parties reaches or exceeds the sum of € 20,000 within a calendar year. The transactions reported to KATEK SE in the past fiscal year were duly published and are available on the Company's website at <https://katek-group.de/aktie/>.

Munich, March 2022

**KATEK SE**

The Management Board