

## Consolidated Declaration on Corporate Governance pursuant to §§ 289f and 315d of the German Commercial Code (HGB)

In this declaration, the Management Board and Supervisory Board report in accordance with §§ 289f and 315d HGB and Principle 23 of the German Corporate Governance Code on the Company's corporate governance in the financial year from 1 January 2022 to 31 December 2022.

### 1 Joint Declaration of Conformity with the German Corporate Governance Code by the Management Board and Supervisory Board of KATEK SE pursuant to § 161 of the German Stock Corporation Act (AktG)

On 11 October 2022 the Management Board and Supervisory Board agreed on the following Joint Declaration of Conformity of KATEK SE pursuant to § 161 AktG and made it permanently available to the public:

The Management Board and Supervisory Board of KATEK SE declare in accordance with Section 161 of the German Stock Corporation Act (AktG) that since the last declaration of conformity was issued on 24 September 2021, all recommendations of the Government Commission on the German Corporate Governance Code in the version of 16 December 2019, published in the Federal Gazette on 20 March 2020, have been 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.

KATEK SE complies with all recommendations of the Government Commission on the German Corporate Governance Code as amended on 28 April 2022, published in the Federal Gazette on 27 June 2022, and will continue to comply with them in the future, 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.

Reasoning:

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

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

Munich, 11 October 2022

For the Board of Directors For the Supervisory Board

Dr. Johannes Fues  
Rainer Koppitz

Klaus Weinmann

The corresponding declaration has been made permanently accessible on the KATEK website at <https://katek-group.de/investor-relations-bereich/corporate-governance/>.

### 2 Remuneration Report/Remuneration System

The currently valid remuneration system for the members of the Management Board pursuant to Sec. 87 a (1) and (2) AktG, which was approved by the Annual General Meeting on 16 May 2022 has been made accessible to the public at <https://katek-group.de/investor-relations-bereich/corporate-governance/> along with the resolution on the remuneration of the members of the Supervisory Board passed by the Annual General Meeting on 20 April 2021. At the Annual General Meeting on 16 May 2022, the remuneration of the members of the Supervisory Board effective from financial year 2021 was confirmed in accordance with Sec. 113 (3) AktG.

As an element of the audited management report for the financial year 2022, the remuneration report and the report of the independent auditor have been made accessible to the public in accordance with Sec. 162 AktG.

### 3 General Remarks on Corporate Governance Practices

As a European stock corporation, KATEK SE based in Munich is subject to German stock corporation law and has installed a dualistic governance system

comprising the Management Board and the Supervisory Board. KATEK is aware of its role in society and its responsibilities towards customers, business partners, shareholders and employees. A respectful and cooperative approach, conscious acknowledgment of social responsibility and compliance with the applicable laws and regulations create the foundation for long-term and sustainable business success. The most important policies and guidelines that govern the actions of KATEK in the fields of compliance and sustainability are listed at <https://katek-group.de/ueber-katek/nachhaltigkeit>.

The Management Board convenes an Annual General Meeting at least once a year. The shareholders of KATEK SE exercise their rights of co-determination and control at the Annual General Meeting. In particular, the shareholders decide on the appropriation of profits and the discharge of the Management Board and the Supervisory Board. They also elect the shareholders' representatives to the Supervisory Board and choose the independent auditor of the financial statements. In addition, the Annual General Meeting decides on the legal fundamentals of the Company, including amendments to the articles of association, capital adjustments, corporate agreements and reorganizations. The Annual General Meeting generally resolves on the remuneration system for the Management Board proposed by the Supervisory Board in an advisory function, the specific remuneration of the Supervisory Board and, in a recommendatory function, the remuneration report for the prior financial year.

#### **4 Description of the Working Methods of the Management Board and the Supervisory Board and Composition and Working Methods of the Committees**

The working methods of the Management Board and the Supervisory Board are based on the applicable laws, the German Corporate Governance Code, the articles of association and the resolutions passed by the Annual General Meeting of KATEK SE, the rules of procedures for the Supervisory Board and the rules of procedure and allocation of functions of the Management Board.

##### **4.1 Management Board**

The Management Board leads the Company in the pursuit of sustainable value-added. The members bear joint responsibility for overall management. The members of the Management Board work closely

together and keep each other informed of important measures and events in their business fields/divisions. The cooperative principles for the Management Board of KATEK SE are laid out in the rules of procedure for the Management Board. This, in particular, governs the responsibilities on the basis of the allocation of management functions, the matters that must be decided on by the full board, the applicable deputization arrangements for the Management Board, the rights and duties of the Chairman of the Management Board, the meetings, how resolutions are passed and required majorities as well as the type of transactions that require approval from the Supervisory Board and are also governed in the articles of association of KATEK SE. In addition, the rules of procedure for the Management Board governs its reporting duties towards the Supervisory Board. Currently, the Management Board of KATEK SE consists of two members, Mr. Rainer Koppitz (CEO and co-founder of KATEK SE) and Dr. Johannes Fues (CFO KATEK SE). Dr. Fues' appointment was extended at the Supervisory Board meeting on March 20, 2023 until the end of December 31, 2026.

The Management Board informs the Supervisory Board at regular intervals, promptly and comprehensively on all aspects of the development of business, transactions, business planning, risk exposures, risk management and compliance that are material to the KATEK Group. The Management Board and Supervisory Board discuss the strategic alignment of the Company and, at regular intervals, the status of its implementation.

##### **4.2 Supervisory Board**

The members of the Supervisory Board of KATEK SE in the reporting period were Klaus Weinmann (Chairman), Markus Saller (Deputy Chairman), Andreas Müller and Hannes Niederhauser.

Mr. Markus Saller was appointed to the Supervisory Board of the Company by the court on 18 January 2022. Mr. Saller was elected as the Deputy Chairman of the Supervisory Board of KATEK SE by way of circulation on 9 March 2022. By resolution of the Annual General Meeting on 16 May 2022 Mr. Saller was elected to the Supervisory Board for a term ending when the Annual General Meeting voting on discharging the executives for the financial year ending 31 December 2026 closes. At the following meeting of the Supervisory Board on 16 May 2022, Mr. Saller was reelected the Deputy Chairman.

The Supervisory Board advises the Management Board as regards its corporate management function and supervises its activities. He appoints and dismisses the members of the Management Board and, together with the Management Board is responsible for a sustainable succession concept. Furthermore, the Supervisory Board decides on the remuneration system for the members of the Management Board and sets their respective remuneration.

The cooperative principles applying within the Supervisory Board of KATEK SE are laid out in the rules of procedure for the Supervisory Board. Among other matters, this governs the election of the chairman and his deputy, how to convene meetings and set their agenda, the permitted modes of passing resolutions and the minutes of meetings and the resolutions passed. The Supervisory Board also meets regularly without the Management Board in attendance. The rules of procedure for the Supervisory Board can be found on the website of the Company in the section on Investor Relations/Corporate Governance.

#### **4.3 Committees**

The Supervisory Board has established two committees: the audit committee and the nomination committee.

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.

The Chairman of the Audit Committee Mr. Andreas Müller is the founder, principal shareholder and Chairman of the Executive Board of the family-owned company S.D.L. Süddeutsche Leasing AG. As a result of his many years of experience in the financial services industry, Andreas Müller has proven expertise in the field of accounting, i.e., special knowledge and experience in the application of accounting principles and internal control and risk management systems; this also includes sustainability reporting and its audit. This qualifies Mr. Müller as a financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG) and Recommendation D.3 of the German Corporate Governance Code.

Mr. Markus Saller, as a member of the Audit Committee, studied economics and successfully completed a Master of Business Administration (MBA) at the University of Colorado at Boulder (USA). Due to his decades of successful work in the field of mergers & acquisitions, capital markets and corporate investments, he has particular expertise in the field of auditing; this also includes sustainability reporting and its auditing. Since November 2017, he has also been a member of the Supervisory Board of STEMMER IMAGING AG, currently as Deputy Chairman of the Supervisory Board. Mr. Saller thus qualifies as a financial expert within the meaning of section 100 (5) AktG and recommendation D.3 of the German Corporate Governance Code.

Consequently, the Supervisory Board and its Audit Committee each include at least one member with expertise in the field of auditing, Mr. Saller, and at least one further member with expertise in the field of accounting, the Chairman of the Audit Committee, Mr. Müller. According to the Code (Recommendation C.10), the Chairman of the Audit Committee should be an expert and independent in at least one of the two areas. The Chairman of the Audit Committee, Mr. Andreas Müller, meets these requirements.

#### **4.4 Self-Assessment by the Supervisory Board**

The Supervisory Board conducted a self-assessment once again in the reporting year using a standardized questionnaire. The results of this assessment confirm that the work of the Supervisory Board is professional, constructive and is conducted in a very trusting manner and openly within the Supervisory Board itself and with the Management Board. The results also confirm that meetings are organized and conducted efficiently and are adequately provided with information. There is no indication of any need for fundamental change.

### **5 Targets for Female Representation on the Management Board and the Supervisory Board as well as at the Top Two Levels of Management below the Management Board**

The Management Board of KATEK SE has two male members at present. No changes are planned. The Supervisory Board deems continuity in the immediate strategic development of the Company to be an important guideline and therefore set the target for female representation at zero until 31 December 2023 at its meeting on 25 March 2022 in

light of the current appointments of Mr. Koppitz and Dr. Fues.

The Supervisory Board is composed of four male members: The Chairman, Mr. Klaus Weinmann, whose appointment ends at the close of this year's Annual General Meeting, Mr. Andreas Müller and Mr. Hannes Niederhauser, whose appointments end at the close of the Annual General Meeting in 2026, and Mr. Markus Saller, the Deputy Chairman, whose appointment ends in 2027.

The re-election of Mr. Weinmann as a member of the Supervisory Board of KATEK SE will be an item on the agenda of this year's Annual General Meeting. Mr. Weinmann is Chairman of the Board of Directors of PRIMEPULSE SE, the controlling shareholder of KATEK SE.

There is currently no woman on the Company's Supervisory Board. The Supervisory Board therefore set a target of 25% as the proportion of women on the Supervisory Board at its meeting on March 30, 2023, and set itself a deadline of June 30, 2024 to achieve this.

In addition, the Management Board is required to set a target for female representation in the first and second (if one exists) levels of management underneath the Management Board. In the opinion of the Management Board, the topic of diversity is essential to the KATEK Group considering its role as a tech company. For this reason, the Management Board sets a clear focus on considering diversity when it comes to filling management positions at all management levels below the Management Board of KATEK SE and its affiliated companies throughout the Group in Germany and abroad, thereby seeking a suitable level of female representation.

Last year, the Executive Board set a target for its first management level below the Executive Board, the Senior Management Team (SMT), within the meaning of Section 76 (4) of the German Stock Corporation Act (AktG) of 15% by March 31, 2023. The SMT includes the managing directors of the direct subsidiaries and the key employees in Corporate Functions (Accounting, Legal, Marketing & Communication, etc.). The proportion of women is currently 20%, so that the defined target figure has been achieved.

KATEK SE, as a standalone company, does not have a second level of management below the Management Board.

On 24 March 2023, the Board of Management again decided on the setting of target figures and set a target figure for the proportion of women for SMT with a value of 20% and a deadline of 31 March 2025.

## 6 Diversity Concept for the Management Board and Long-Term Succession Planning

When searching for candidates to fill a position on the Management Board the fundamental criteria are the candidate's professional qualifications for the open position, their leadership qualities, track record to date and skills set as well as their knowledge of the Company. The members of the Management Board should possess different professional experience and expertise from one another. This extends to the professional experience they have gathered at various companies and stations in their professional career.

In light of this, the Supervisory Board of KATEK SE has passed a resolution on the following diversity concept for the composition of the Management Board:

Collectively, the members of the Management Board should possess the necessary expertise, skills and professional experience to duly fulfill their tasks.

This should ensure that the Management Board is in possession of the following expertise and experience:

- at least one member of the Management Board should be familiar with the business of electronics production and related services, particularly with the market environment, the individual lines of business and customer needs
- the Chief Financial Officer must have a professional understanding of accounting and auditing as well as familiarity with the capital markets and financing
- at least one member of the Management Board should have experience of leading a middle market company
- at least one member of the Management Board should possess international experience

- Members of the Management Board should generally be individuals who have not yet reached the age of 65, however an exception may be made in justified circumstances
- the Supervisory Board has set targets for female representation on the Management Board in accordance with Sec. 111 (5) AktG and set dates to attain them, with reference made to them.

The choice of which person should fill a specific position on the Management Board is made by the Supervisory Board in the best interests of the Company and taking account of all the relevant circumstances in the individual case. Currently, the Management Board of KATEK SE comprises two members who are qualified in different fields.

In the opinion of the Supervisory Board, the diversity concept has already been satisfied with the current composition of the Management Board.

In terms of its long-term succession planning, the Supervisory Board considers – in addition to the requirements of the German Stock Corporation Act and the German Corporate Governance Code – the criteria of the diversity concept for the composition of the Management Board as decided upon by the Supervisory Board.

## 7 Targets for the Composition, Profile of Competencies and Diversity Concept for the Supervisory Board

The objective pursued by the Supervisory Board with its diversity concept is to create a Supervisory Board of KATEK SE that possesses a balanced profile of many different competencies that are particularly relevant to it successfully performing its oversight duties.

For this reason, the diversity concept for the composition of the Supervisory Board considers in particular the following aspects to duly consider internationality, variety of professional experience, educational background and age as well as the composition according to gender:

- with regard to its composition, the Supervisory Board seeks members with different professional and international backgrounds. However, priority is not given to the diversity concept when setting targets and proposing candidates to the Annual General Meeting, but rather on the expertise, professional qualifications and personality of the individuals concerned
- each member of the Supervisory Board meets the legal and statutory prerequisites for membership in the Supervisory Board (including, but not limited to, Sec. 100 (1) to (4) AktG)
- the Supervisory Board should not have more than one former member of the Management Board among its members
- Members of the Supervisory Board should generally be individuals who have not yet reached the age of 70, however an exception may be made in justified circumstances
- the Supervisory Board has set targets for female representation in accordance with Sec. 111 (5) AktG and set dates to attain them, with reference made to them.

In the opinion of the Supervisory Board, professional competence, experience, a skills set matching the key factors for the Company and the personality profile are the significant aspects for the Board's profile of competencies. The competence profile is intended to provide the best possible coverage of the important topics and issues facing the Company going forward.

In addition, the Supervisory Board ensures that, taken collectively, its members fulfill the prerequisites for duly performing the work of the Supervisory Board.

The Supervisory Board considers the possession of professional competence in the fields of technology, accounting and auditing (Sec. 100 (5) AktG), finance, strategy, M&A, organization & personnel, as well as transformation/corporate processes as being significant.

In addition, due to the international alignment of the KATEK Group, at least one member must possess several years of experience in international business, e.g. as an advisor or working for international companies.

Not every member of the Board must be equally versed in each field of expertise. Rather, the various competencies of the Board members should complement each other.

In addition, more than half of the shareholders' representatives should be independent of the Company and independent of the Management Board; at least one of the shareholders' representatives should be independent of the controlling shareholder. Significant conflicts of a more than temporary nature should be avoided.

In the opinion of the Supervisory Board, the objectives pursued in the composition of the Supervisory Board that are presented above, particularly with regard to the diversity concept and profile of competencies, have already been met. In addition, all of the members of the Supervisory Board are independent of the Company and its Management Board. They do not have any personal or business relationships to the Company or its Management Board that could create a conflict of interest of a more than temporary nature. Furthermore, Mr. Niederhauser and Mr. Müller are independent of the controlling shareholder of KATEK SE, PRIMEPULSE SE.

The status of implementation of the profile of competencies and the diversity concept for the Supervisory Board of KATEK are published below in the form of a qualifications matrix.

<b>Relevant topics</b> (in acc. with AktG, DCGK, requirements capital market participants)		<b>Weinmann</b>	<b>Saller</b>	<b>Müller</b>	<b>Niederhauser</b>
<b>Length of service</b>	Member since	Nov 2018	Jan 2022	Apr 2021	Apr 2021
	End of appointment	AGM 2023	AGM 2027	AGM 2026	AGM 2026
	Board role	Chair	Deputy Chair	Member	Member
<b>Personal qualification</b>	Independence			x	x
	No overboarding	x	x	x	x
<b>Diversity</b>	Gender	male	male	male	male
	Year of birth	1969	1965	1976	1962
	Nationality	German	German	German	Austrian
	International experience	x	x		x
<b>Professional qualifications</b>	Sector experience	x	x	x	x
	Technological understanding	x			x
	Personal/organizational development	x	x	x	x
	Transformation/business processes	x	x	x	x
	Legal/compliance		x	x	
	Strategy/M&A	x	x	x	x
	Capital market/investors	x	x	x	x
	Sustainability/ESG		x	x	
	Finance	x	x	x	x
	Financial expert pursuant to Sec. 100 (5) AktG		x	x	

## 8 Share trading by Members of the Boards

According to Art. 19 of Regulation (EU) No 596 / 2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation), the members of the Management Board and the Supervisory Board are obliged to disclose any transactions they conduct to their own account in the shares of KATEK SE if the total amount traded by this member or related parties of the member reaches or surpasses a sum of EUR 20,000 in the calendar year. Any such transactions reported to KATEK SE in the reporting year have been duly published on the website of the Company at <https://katek-group.de/aktie/>.

Munich, March 2023

**KATEK SE**

The Management Board