

Consolidated Corporate Governance Statement pursuant to Sec. 289 and 315d HGB

In this statement, which has been compiled in accordance with Secs. 289f and 315d HGB, and as foreseen by Principle 23 of the German Corporate Governance Code (GCGC), the Management Board and Supervisory Board report on corporate governance within the company in the financial year from 1 January 2023 to 31 December 2023.

1 Declaration of the Management Board and the Supervisory Board of KATEK SE on the German Corporate Governance Code pursuant to Sec. 161 AktG

On 15 September 2023, the Management Board and Supervisory Board passed a resolution to issue the following Joint Declaration of Conformity for KATEK SE pursuant to Sec. 161 AktG and made it permanently accessible to the public:

The Management Board and Supervisory Board of KATEK SE declare pursuant to Section 161 of the German Stock Corporation Act (AktG) that since the last declaration of conformity of October 11, 2022, all recommendations of the Government Commission on the German Corporate Governance Code in the version of April 28, 2022, published in the Federal Gazette on June 27, 2022, have been complied with, with the exception of the recommendations in C.5.

The Management Board and Supervisory Board of KATEK SE further declare pursuant to [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 of April 28, 2022, published in the Federal Gazette on June 27, 2022, will be complied with, with the exception of the recommendations in C.5.

Reasoning:

Mr. Rainer Koppitz is a member of the Supervisory Boards of NFON AG, CENIT AG and Gigaset AG, in the case of NFON AG and CENIT AG as Chair of the Supervisory Board, and in the case of Gigaset AG as Deputy Chair of the Supervisory Board. The Management Board and Supervisory Board of KATEK SE are of the opinion that these activities are compatible with his activities as Chair of the Management Board of KATEK SE.

Munich, September 15, 2023

For the
Management Board

Dr. Johannes Fues
Rainer Koppitz

Supervisory Board

Klaus Weinmann

On March 18, 2024, the Management Board and Supervisory Board of KATEK SE have resolved to amend the Declaration of Conformity issued on September 15, 2023, in accordance with Section 161 AktG, applying mutatis mutandis the provisions of the German Corporate Governance Code in the version dated April 28, 2022, published in the Federal Gazette on June 27, 2022, as follows:

With regard to the forward-looking statement, a deviation from F.2 is declared. Kontron Acquisition GmbH, a wholly owned subsidiary of the listed Kontron AG, Linz (Austria), announced the acquisition of control over KATEK SE on February 29, 2024. As a result of the change of control and the resulting urgent and diverse tasks involving limited capacities within the finance department, publication of the consolidated financial statements and the group management report within 90 days of the end of the financial year and the financial information within 45 days of the end of the reporting period cannot be guaranteed.

Munich, March 18, 2024

For the
Management Board

Hannes Niederhauser
Dr. Johannes Fues

Supervisory Board

Claudia Badstöber

The following Declaration of Conformity is permanently accessible to the public on the website of KATEK at <https://katek-group.de/investor-relations-bereich/corporate-governance/>.

The Management Board and Supervisory Board of KATEK SE declare pursuant to Section 161 of the German Stock Corporation Act (AktG) that since the last declaration of conformity of September 15, 2023, all recommendations of the Government Commission on the German Corporate Governance Code in the version of April 28, 2022, published in the Federal Gazette on June 27, 2022, have been complied with, with the exception of the recommendations in C.5. Mr. Rainer Koppitz, who has since stepped down from the Management Board, is a member of the Supervisory Boards of NFON AG, CENIT AG and Gigaset AG, in the case of NFON AG and CENIT AG as Chair of the Supervisory Board, and in the case of Gigaset AG as Deputy Chair of the Supervisory Board. The Management Board and Supervisory Board of KATEK SE were of the opinion that these activities were compatible with his activities as Chair of the Management Board of KATEK SE.

The Management Board and Supervisory Board of KATEK SE further declare pursuant to 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 of April 28, 2022, published in the Federal Gazette on June 27, 2022, will be complied with, with the exception of the recommendations in F.2. Kontron Acquisition GmbH, a wholly owned subsidiary of the listed Kontron AG, Linz (Austria), announced the acquisition of control over KATEK SE on February 29, 2024. As a result of the change of control and the resulting urgent and diverse tasks involving limited capacities within the finance department, publication of the consolidated financial statements and the group management report within 90 days of the end of the financial year and the financial information within 45 days of the end of the reporting period cannot be guaranteed.

Munich, March 18, 2024

For the Management Board	Supervisory Board
Hannes Niederhauser Dr. Johannes Fues	Claudia Badstöber

2 Remuneration report/Remuneration system

The applicable remuneration system for the members of the Management Board pursuant to Sec.

87a (1) and (2) sentence 1 AktG, which was approved by the Annual General Meeting on 16 May 2022, and the resolution on remuneration of the Supervisory Board passed by the Annual General Meeting on 20 April 2021, have been made accessible to the public at <https://katek-group.de/investor-relationships-bereich/corporate-governance/>. The Annual General Meeting on 16 May 2022 confirmed the fixed remuneration of the members of the Supervisory Board that came in force in financial year 2021, pursuant to Sec. 113 (3) AktG.

The remuneration report, as an element of the management report for the financial year 2023, and report of the independent auditor were made accessible to the public as required by Sec. 162 AktG.

3 General disclosures on corporate governance practices

As a European Company (SE), KATEK SE, based in Munich, is subject to German Stock Corporation law and has installed a dual governance system, comprising the Management Board and the Supervisory Board. KATEK is aware of its role in society and its responsibilities towards its customers, business partners, shareholders and employees.

Cooperation based on mutual respect and the conscious acknowledgment of social responsibility, and compliance with the relevant rules and regulations create a foundation for the long-term sustainable success of the business. The most important principles and guidelines governing the actions of KATEK in the fields of compliance and sustainability can be found 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 joint governance and control at the Annual General Meeting. The main resolutions passed by the shareholders at the Annual General Meeting involve the appropriation of profits, the discharge of the members of the Management Board and Supervisory Board, the election of shareholder representatives to the Supervisory Board and their choice of independent auditor for the financial statements. In addition, the Annual General Meeting decides on the fundamental legal matters of the Company, in particular, any amendments to the articles of association, capital adjustments, corporate transactions and reorganizations.

The Annual General Meeting adopts a resolution in an advisory function regarding the approval of the remuneration system for the Management Board. It also adopts a resolution on the specific remuneration of the Supervisory Board, and passes a resolution on its recommendation regarding the approval of the remuneration report for the reporting year.

4 Description of the working methods of the Management Board and the Supervisory Board as well as the composition and working methods of its 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 allocation of functions for the Management Board.

4.1 Management Board

The Management Board leads the company with the objective of creating sustainable value added. Its members are jointly responsible for overall leadership. The members of the Management Board work closely together, exchange information and notify each other on a continual basis of any important measures and events in their respective functions. The principles governing the collaboration of the members of the Management Board of KATEK SE are laid out in the rules of procedure for the Management Board. Among other items, the rules of procedure govern the responsibilities of the respective members based on the allocation of functions, matters that need to be decided on by the full Management Board, the deputization rules, the rights and duties of the Chairperson of the Management Board, meetings of the board, how resolutions are to be passed, the necessary majorities and the nature of transactions that require approval from the Supervisory Board, which are also laid out in the articles of association of KATEK SE. In addition, the code of procedure for the Management board governs the required reporting to the Supervisory Board. The management board of KATEK SE currently consists of two members, Mr. Hannes Niederhauser (CEO) who succeeded Rainer Koppitz and Dr. Johannes Fues (CFO KATEK SE), who will step down from the board on 30 April 2024.

The Management Board regularly, promptly and comprehensively informs the Supervisory Board of

all significant aspects affecting the business of the KATEK Group, any significant business transactions, the business planning and the current situation of its risk position, risk management and compliance. The Management Board and Supervisory Board discuss the strategic alignment of the company and, at regular intervals, the progress made on implementing its strategy.

4.2 Supervisory Board

The members of the Supervisory Board of KATEK SE during the reporting year were Klaus Weinmann (Chair), Markus Saller (Deputy Chair), Andreas Müller, until the end of day, 20 June 2023 and Prof. Dr. Constanze Chwallek, since 20 June 2023, as well as Hannes Niederhauser until the end of day, 14 December 2023.

By resolution of the Annual General Meeting on 20 June 2023, Klaus Weinmann and Prof. Dr. Chwallek were appointed to the Supervisory Board for a period that ends upon the close of the Annual General Meeting at which a resolution is passed discharging them for the financial year ending 31 December 2027. The ensuing meeting of the Supervisory Board, also held on 20 June 2023 elected Mr. Weinmann to the Chair of the Supervisory Board and Mr. Saller as his deputy.

On 28 February 2024, Mr. Klaus Weinmann, Chair of the Supervisory Board and Mr. Saller, Deputy Chair of the Supervisory Board announced they would be stepping down from the Supervisory Board effective the end-of-day, 12 March 2024. By order of the local court of Munich – the court where the company is registered – dated 13 March 2024 and received by the company on 16 March 2024, Ms. Claudia Badstöber, Mr. Dieter Gauglitz and Mr. Christoph Öfele were appointed to the Supervisory Board of KATEK SE for a period ending upon the close of the next Annual General Meeting. At the meeting of the Supervisory Board on 18 March 2024, Ms. Badstöber was elected to the Chair of the Supervisory Board of KATEK SE and Mr. Gauglitz as her Deputy.

The Supervisory Board advises the Management Board on its executive management of the business and monitors its activities. It appoints and dismisses members of the Management Board and bears joint responsibility with the Management Board for a long-term succession concept.

Furthermore, the Supervisory Board decides by way of resolution on the remuneration system for the members of the Management board and sets their respective compensation.

The principles governing the collaboration between the members of the Supervisory Board of KATEK SE are laid out in the rules of procedure for the Supervisory Board. Among other matters, these govern how members are to be elected to the Chair and the Deputy Chair of the Supervisory Board, how meetings are to be convened, how they should proceed, how resolutions may be passed and how the minutes of meetings and committees are to be recorded. The Supervisory Board regularly meets without the Management Board of KATEK SE in attendance. The code of procedure for the Supervisory Board can be found on the website of the company in the Investor Relations/Corporate Governance section.

4.3 Committees

Der The Supervisory Board established two committees for the reporting year: the Audit Committee and the Nomination Committee.

The members of the Audit Committee in the reporting year were Mr. Andreas Müller, (Chair) until 20 June 2023, Prof. Dr. Chwallek (Chair) from 20 June 2023, Mr. Klaus Weinmann (Deputy Chair) and Mr. Markus Saller.

The members of the Nomination Committee in the reporting year were Mr. Klaus Weinmann, (Chair) Mr. Klaus Weinmann (Deputy Chair) and, until the end-of-day, 14 December 2023, Mr. Hannes Niederhauser.

After Mr. Weinmann and Mr. Saller stepped down from the Supervisory Board and Ms. Badstöber, Mr. Gauglitz and Mr. Öfele were appointed by the court, a resolution was passed on the composition of the committees on 18 March 2024, as follows:

The current members of the Audit Committee are Prof. Dr. Chwallek (Chair), Ms. Badstöber (Deputy Chair) and Mr. Gauglitz and Mr. Öfele as regular members.

The members of the Nomination Committee are Ms. Badstöber (Chair), Mr. Gauglitz (Deputy Chair), Prof. Dr. Chwallek and Mr. Öfele as regular members.

Until stepping down on 20 June 2023, Mr. Müller was the financial expert (accounting) in accordance with Sec. 100 (5) AktG and Recommendation D.3 of the German Corporate Governance Code.

Mr. Andreas Müller is the founder, majority shareholder and Chairman of the Management Board of S.D.L. Süddeutsche Leasing AG, a family-owned company. Thanks to his many years of experience in the financial services sector, Andreas Müller has proven expertise in the field of accounting and special knowledge and experience in the application of accounting standards, internal controls and risk management systems, extending to sustainability reporting and the auditing thereof.

Following the resignation of Mr. Müller, Prof. Dr. Chwallek assumed the position of financial expert (accounting) in the sense of Sec. 100 (5) AktG and Recommendation D.3 of the German Corporate Governance Code.

Prof. Dr. Constanze Chwallek is a professor at the University of Applied Sciences in Aachen, Commerce Faculty and has a doctorate in business studies (promovierte Diplom-Kauffrau). Before becoming a professor, she worked as a business consultant for international corporations and mid-cap companies in the widest range of business sectors. She has proven expertise in the field of accounting and special knowledge and experience in the application of accounting standards, internal controls and risk management systems, extending to sustainability reporting and the auditing thereof.

Until stepping down on 20 June 2023, Mr. Saller was the financial expert (auditing) in accordance with Sec. 100 (5) AktG and Recommendation D.3 of the German Corporate Governance Code. Mr. Saller studied business and graduated with a Master of Business Administration (MBA) from the University of Colorado at Boulder (USA). Due to his decades of experience in the field of mergers and acquisitions, capital markets and equity investments, Mr. Saller possesses special expertise in the field of auditing financial statements; this extends to sustainability reporting and audits thereof.

During the reporting period, the Supervisory Board and its Audit Committee therefore had at least one member, namely, Mr. Saller, who possessed expertise in the field of auditing financial statements and at least one other member, namely, the Chair of the

Audit Committee, Mr. Müller and his successor, Prof. Dr. Chwallek, who possessed experience in the field of accounting. According to the Code (Recommendation C.10), the Chair of the Audit Committee should possess expertise in one of these two fields and should also be independent of the controlling shareholder. Both of the Chairs of the Audit Committee, Mr. Müller and Prof. Dr. Chwallek, met these requirements.

Based on a resolution of the Supervisory Board dated 18 March 2024, Mr. Dieter Gauglitz succeeded Mr. Saller as the financial expert (accounting) on the board. Dieter Gauglitz is an auditor and independent consultant for clients ranging from smaller mid-cap companies through to large listed companies, providing services in the fields of finance, restructuring, due diligence, post-merger integration and capital markets. Before setting up as an independent consultant, he spent 12 years at Ernst & Young in the Audit & Assurance and Transaction Advisory departments, followed by a position as CFO on the management board of Kontron AG.

4.4 Self-assessment of the Supervisory Board

The Supervisory Board once again conducted its self-assessment in the reporting year using a standardized checklist. The results of the assessment confirm that collaboration both within the Supervisory Board and between the Supervisory Board and the Management Board was professional, constructive, very trusting and open. The findings regarding the organization and execution of meetings confirmed that meetings were held efficiently and were supplied with sufficient information. No fundamental need for change was identified.

5 Targets for female representation on the Management Board, the Supervisory Board and on the first two levels of middle management below the Management Board

The Management Board of KATEK SE consists of two men. At its meeting on 25 March 2022, the Supervisory Board set the target for female representation on the Management Board at zero until at least 31 December 2023 due to the existing appointments of Mr. Koppitz and Dr. Fues.

Upon the change in control on 18 March 2024, a new resolution for female representation on the Management Board was passed pursuant to Sec. 111 (5) AktG by which the target was set at "zero" for at least the

duration of the financial year 2024. This decision is based on the fact that Mr. Hannes Niederhauser has been appointed as the sole member of the Management Board upon the resignation of Dr. Fues, effective the end of day 30 April 2024. There are no plans at present to appoint an additional officer to the Management Board.

At its meeting on 30 March 2023, the Supervisory Board set a target of 25% for female representation on the Supervisory Board with a deadline of 30 June 2024.

This target was met with the election of Prof. Dr. Chwallek to the Supervisory Board at the Annual General Meeting on 20 June 2023.

In addition, the Management Board is obliged to set targets for female representation at the first and second levels of middle 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 Executive Board sets a clear focus on considering diversity when it comes to filling management positions at all management levels below the Executive Board of KATEK SE and its affiliated companies throughout the Group in Germany and abroad, thereby seeking a suitable level of female representation.

On 24 March 2023 the Management Board set a target of 20% pursuant to Sec. 76 (4) AktG for the first level of middle management underneath the Management Board, referred to as the Senior Management Team (SMT), to be reached by 31 March 2025. The SMT comprises the managing directors of the direct subsidiaries and the key employees in charge of corporate functions (Accounting, Legal, Marketing & Communication, etc.). Female representation currently stands at 20%, thereby meeting the target.

Due to its structure as a holding company, KATEK SE does not have a second level of middle management underneath the Management Board.

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

When searching for candidates for a management board position, the key selection criteria are the candidate's professional qualifications for the position, their leadership qualities and track record, their

skills and expertise as well their familiarity with the company. The members of the Management Board should be from different professional backgrounds and possess a range of expertise. This involves professional experience at a range of different companies with a number of stations on their curriculum vitae.

Given these prerequisites, the Supervisory Board of KATEK SE has passed a resolution on the following diversity concept for the composition of the Management Board:

The members of the Management Board should possess the necessary knowledge, skills and professional experience to duly perform their tasks.

More specifically, it should be ensured that the Management Board possesses the following knowledge and experience among its members:

- at least one member of the Management Board should be familiar with the field of electronics manufacturing and services, especially with the market environment, the individual fields of business and customer needs;
- the member of the Management Board entrusted with finance should have professional expertise in the field of accounting or auditing and be familiar with capital markets and finance;
- at least one member of the Management Board should be experienced at managing a mid-cap enterprise;
- at least one member of the Management Board should possess international experience;
- member of the Management Board should not have reached the age of 65, an exception may be made in justified cases;
- reference is made to the fact that the Supervisory Board has set targets for female representation on the Management Board in accordance with Sec. 111 (5) AktG and deadlines for reaching these targets.

The Supervisory Board decides on which candidate should fill which particular position on the Management Board in the best interests of the company and taking into account all the particular circumstances.

At present, the Management Board of KATEK SE consists of two members who have qualifications in different areas. After Dr. Johannes Fues steps down from the Management Board on 30 April 2024, Mr. Hannes Niederhauser will be the sole member of the Management Board.

The diversity concept for the composition of the Management Board has already been fulfilled in the view of the Supervisory Board.

In terms of the long-term succession planning, the Supervisory Board considers, along with the requirements of the German Stock Corporation Act and the German Corporate Governance Code, the criteria laid out in the diversity concept for the composition of the Management Board set by resolution of the Supervisory Board.

7 Targets for the composition, competence profile and diversity concept of the Supervisory Board

The diversity concept for the Supervisory Board pursues the goal of creating a balanced Supervisory Board for KATEK SE with a broad range of competencies that make it particularly suitable for successfully performing its oversight function.

The diversity concept for the composition of the Supervisory Board in terms of its internationality, diversity of professional experience, educational background, age and gender therefore considers the following aspects:

- In terms of its composition, the Supervisory Board seeks a range of different professional and international experience from among its members. However, in terms of its objectives and when proposing candidates to the Annual General Meeting, the Supervisory Board will not give precedence to the diversity concept. Rather, it will continue to base its decision on the expertise, professional qualifications and personality of the potential candidates;
- each member of the Supervisory Board meets the legal and statutory prerequisites for membership of the Supervisory Board (including, but not limited to Sec. 100 (1) to (4) AktG);
- not more than one former member of the Management Board should be on the Supervisory Board;

- generally, members of the Supervisory Board should not have reached the age of 70; in justified cases, an exception can be made to this rule;
- reference is made to the targets for female representation on the Supervisory Board in accordance with Sec. 111 (5) AktG and deadlines for reaching these targets set by the Supervisory Board.

With regard to its competence profile, the Supervisory Board is of the opinion that professional competence, experience, competence in the key factors of the company and personality profile are the key factors. The competence profile should provide the best match to the most important topics for the company moving forward. In addition, the Supervisory Board should ensure that its members, as a whole, meet the prerequisites for duly performing the tasks of the Supervisory Board.

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

Due to the international alignment of the KATEK Group, at least one member of the Supervisory Board must possess a number of years of international experience, e.g. consulting or working for international corporations.

The members of the Supervisory Board do not need to be equally adept in all fields of knowledge; rather, their competence profiles should complement each other.

In addition, more than half of the shareholder representatives on the Supervisory Board should be independent of the Company and the Management Board; at least one representative of the shareholders should be independent of the controlling shareholder. Any significant and not just temporary conflict of interest should be avoided.

The objectives regarding the composition of the Supervisory Board, including, but not limited to, the diversity concept and competence profile, are currently satisfied in the opinion of the Supervisory Board. In addition, all members of the Supervisory Board are independent of the company and its

Management Board. None of them have personal or business relationships with the company or its Management Board that could give rise to a significant and not just temporary conflict of interest. In the reporting period, both Mr. Niederhauser and Mr. Müller, as well as his successor, Prof. Dr. Chwallek, were independent of the controlling shareholder of KATEK SE in the financial year 2023, PRIMEPULSE SE. Since Kontron AG obtained control over the Company on 29 February 2024 via Kontron Acquisition GmbH, Prof. Dr. Chwallek and Mr. Christoph Öfele are independent of the controlling shareholder.

The current status of the Supervisory Board in terms of meeting the objectives of the competence profile and diversity concept for the Supervisory Board of KATEK is presented in the following qualification matrix.

Relevant matters (in the sense of the AktG, GCGC, requirements placed on capital market participants)		Badstöber	Gauglitz	Prof. Dr. Chwallek	Öfele
Membership	Member since	March 2024	March 2024	June 2023	March 2024
	End of term	AGM 2024	AGM 2024	AGM 2028	AGM 2024
	Role on the Supervisory Board	Chair	Deputy Chair	Member	Member
Personal suitability	Independence			x	x
	No overboarding	x	x	x	x
Diversity	Gender	female	male	female	male
	Year of birth	1968	1965	1967	1968
	Nationality	Austrian	German	German	German
	International experience	x	x		
Professional suitability	Familiar with the sector		x		
	Technological understanding		x	x	
	Personnel/organizational development	x		x	
	Transformation/corporate processes	x	x	x	x
	Legal/compliance	x	x		x
	Strategy/M&A	x	x	x	x
	Capital markets/investors	x	x	x	x
	Sustainability/ESG	x	x	x	
	Finance	x	x	x	x
	Financial expert acc. to Sec. 100 (5) AktG		x	x	

8 Share transactions by members of the boards

Munich, April 2024

According to Art. 19 Regulation (EU) No 596/2014 of the European Parliament and the Council from 16 April 2014 on market abuse (market abuse regulation), members of the Management Board and members of the Supervisory Board are required to disclose any transactions in their own name involving shares of KATEK SE if the sum of the transactions they or a person closely associated with them reaches or exceeds the sum of EUR 20,000 within the respective calendar year. All such transactions reported to the Company in the reporting year were duly published and can be viewed on the website of the company at <https://katek-group.de/investor-relations-bereich/corporate-governance/>.

KATEK SE

The Management Board