

## **DECLARATION OF COMPLIANCE BY THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF ENAPTER AG WITH THE RECOMMENDATIONS OF THE "GOVERNMENT COMMISSION ON THE GERMAN CORPORATE GOVERNANCE CODE" PURSUANT TO SECTION 161 OF THE GERMAN STOCK CORPORATION ACT (AKTG)**

Since issuing the last declaration of conformity in April 2023, Enapter AG has complied with the recommendations of the German Corporate Governance Code in the version dated December 16, 2019 (with resolutions from the plenary meeting on December 16, 2019, published by the Federal Ministry of Justice in the official section of the Federal Gazette on March 20, 2020) and since June 27, 2022 with the recommendations of the Code in the version dated April 28, 2022 (published in the Federal Gazette on June 27, 2022) with the exceptions listed below and will comply with them in future with the exceptions listed below:

### **A.2 The Management Board should pay attention to diversity when filling management positions in the company.**

To date, the Management Board has only set a target of 0% for the proportion of women in the two management levels below the Management Board as a precautionary measure, as there are currently no management levels below the Management Board. In view of the current company structure and size, the Management Board does not currently intend to set a higher target.

### **B.1 The Supervisory Board should pay attention to diversity in the composition of the Management Board.**

The Supervisory Board has not complied with the diversity recommendation in the past and will not (yet) comply with it in the future in view of the current company structure and size. When making appointments, the Supervisory Board is primarily guided by qualitative criteria, e.g. professional expertise and industry knowledge, and only applies diversity criteria in the case of qualitatively equivalent expertise.

### **B.2 Together with the Management Board, the Supervisory Board should ensure long-term succession planning; the procedure should be described in the corporate governance declaration.**

To date, the Supervisory Board has not developed a concept for long-term succession planning together with the Management Board and is not currently planning to do so in the future, as there is currently no discernible need for concrete planning in view of the current composition of the Management Board.

### **B.5 An age limit should be set for members of the Management Board and stated in the corporate governance declaration.**

To date, no age limit has been set for members of the Board of Directors, as no specific need for this was or is seen. The focus should be on appointing competent persons to the Management Board.

### **C.1 The Supervisory Board should specify concrete objectives for its composition and develop a profile of skills and expertise for the entire Board. In doing so, the Supervisory Board should pay attention to diversity. The competence profile of the Supervisory Board should also include expertise on sustainability issues of importance to the company. Proposals**

**of the Supervisory Board to the Annual General Meeting should take these objectives into account and at the same time strive to fill out the competence profile for the entire Board. The status of implementation should be disclosed in the form of a qualification matrix in the corporate governance declaration. This should also provide information on what the shareholder representatives consider to be an appropriate number of independent shareholder representatives on the Supervisory Board and the names of these members.**

The Supervisory Board has complied with all legal requirements in its election proposals to the Annual General Meeting and will continue to do so in the future. Regardless of gender, the focus is on the professional and personal competence of potential candidates, with particular attention paid to company-specific requirements, so that the members of the Supervisory Board have the knowledge, skills and professional experience required to perform their duties if the nominees are elected. In view of the current structure and size of the company, a profile of skills and expertise has not been and will not be drawn up. For this reason, the declaration on corporate governance does not contain any information on the status of implementation of the competence profile.

**C.2 An age limit should be set for members of the Supervisory Board and stated in the corporate governance declaration.**

The recommendation has not been complied with to date and will not be complied with in the future, as the Supervisory Board bases its appointments solely on qualitative criteria, e.g. professional expertise and industry knowledge.

**C.15 The election of shareholder representatives to the Supervisory Board should be carried out as an individual election. An application for the judicial appointment of a shareholder representative to the Supervisory Board shall be limited in time until the next Annual General Meeting.**

In the past, the election of shareholder representatives to the Supervisory Board was not carried out as an individual election. However, this is planned for the future.

**D.2 Depending on the specific circumstances of the company and the number of its members, the Supervisory Board should form professionally qualified committees. The respective committee members and the committee chairperson should be named in the corporate governance declaration.**

The Supervisory Board of Enapter AG comprised four members from September 2022 to 31.01.2024. Since February 1, 2024, there have only been three members. Therefore, with the exception of the legally required Audit Committee, to which all Supervisory Board members belong, no committees have been formed to date, nor is this currently intended. All issues are dealt with by the Supervisory Board.

**D.3 The expertise in the field of accounting should consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems and the expertise in the field of auditing should consist of special knowledge and experience in auditing. Accounting and auditing also include the**

**Sustainability reporting and its audit. The Chairman of the Audit Committee should have appropriate expertise in at least one of the two areas. The corporate governance statement should name the relevant members of the Audit Committee and provide details of their expertise in the areas mentioned. The Chairman of the Supervisory Board should not chair the Audit Committee.**

The Chairman of the Supervisory Board is also the Chairman of the Audit Committee, as the two bodies are identical and it is therefore not appropriate to differentiate between them.

**D.4 The Supervisory Board shall form a Nomination Committee composed exclusively of shareholder representatives, which nominates suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members.**

The Supervisory Board of Enapter AG comprises only three members. Therefore, no nomination committee has been formed, nor is this currently intended. Proposals to the Annual General Meeting for the election of Supervisory Board members are made by the Supervisory Board as a collective body.

**D.11 The company shall provide the members of the Supervisory Board with appropriate support for their induction to office a n d f o r training and further education measures and report on the measures implemented in the Supervisory Board report.**

The company does not currently provide support with regard to training and further education measures because the Supervisory Board considers private needs-oriented training and further education measures to be sufficient in view of the experience and expertise of its current members.

**D.12 The Supervisory Board shall regularly assess how effectively the Supervisory Board as a whole and its committees fulfill their duties. In the declaration on corporate governance, the Supervisory Board should report whether and how a self-assessment was carried out.**

Due to the small size of the Supervisory Board (only three members), the recommendation to form committees, with the exception of the audit committee required by law, has not been and will not be complied with. All issues are dealt with by the Supervisory Board. A self-assessment of the Supervisory Board has not yet taken place and is not currently planned in view of the current company structure and size.

**F.1 The company should immediately make available to shareholders all material new facts that have been communicated to financial analysts and comparable addressees.**

The company is sometimes available to analysts (verbally) for information. In the opinion of the company, this customary procedure ultimately serves the information interests of all shareholders.

**F.2 The consolidated financial statements and the Group management report should be publicly accessible within 90 days of the end of the financial year, and the mandatory interim financial information should be publicly accessible within 45 days of the end of the reporting period.**

The consolidated financial statements for 2023 were not made publicly accessible within 90 days of the end of the financial year. The Management Board and Supervisory Board of Enapter AG were previously of the opinion that the statutory requirements for the publication of the consolidated financial statements (no later than four months after the end of each financial year) were sufficient for the timely provision of information to shareholders and the capital market.

**F.3 If the company is not obliged to issue quarterly statements, it should provide information in an appropriate form during the year, in addition to the half-yearly financial report, on the development of business, in particular on significant changes in the business outlook and the risk situation.**

Enapter AG is currently under no obligation to publish quarterly reports. Formalized quarterly information on business development has not been provided in the past and is not currently planned in view of the current company structure and size.

**G.8 Subsequent changes to the target values or the comparison parameters should be excluded.**

Subsequent changes to the target values or the comparison parameters of the variable remuneration components for members of the Management Board cannot be ruled out in view of the dynamic development of the company.

Furthermore, the Management Board and Supervisory Board would like to point out that the recommendations for determining the actual total remuneration (G.2 to G.5), for determining the amount of the variable remuneration components (G.6 to G.11) and for benefits upon termination of contract (G.12 to G.14) could not be applied with regard to the employment contract of Sebastian-Justus Schmidt, who left the Management Board on December 31, 2023, because it did not provide for either fixed or variable remuneration. The other existing consultancy agreements with BluGreen Company Limited and Enapter Co Ltd, of which Mr Schmidt is the sole shareholder, also did not take recommendations G.2 to G.14 into account because these agreements do not relate exclusively to management services to be provided personally by Mr Schmidt, but also to services provided by other employees of these companies (e.g. in the area of business development and software development).

Berlin, April 24, 2024

The Supervisory Board

The Management Board