

Corporate governance declaration for the financial year 01.01.2024 to 31.12.2024

The declaration on corporate governance pursuant to Section 289f of the German Commercial Code (HGB) includes the declaration of conformity pursuant to Section 161 of the German Stock Corporation Act (AktG), a reference to the company's website on which the remuneration report for the last financial year and the auditor's report pursuant to Section 162 of the German Stock Corporation Act (AktG) are published, the applicable remuneration system pursuant to Section 87a (1) and (2) sentence 1 of the German Stock Corporation Act and the most recent remuneration resolution pursuant to Section 113 (3) of the German Stock Corporation Act, relevant information on corporate governance practices, a description of the working methods of the Management Board and Supervisory Board as well as the composition and working methods of their committees, the stipulations pursuant to Section 76 (4) and Section 111 (5) of the German Stock Corporation Act.

Like the corporate governance statement, the annual financial statements are available for download on the company's website at <https://www.enapterag.de>. The audit of the disclosures pursuant to Section 289f (2) and Section 315d HGB is limited to whether the disclosures have been made (see Section 317 (2) sentence 6 HGB).

Declarations of conformity

On April 24, 2025, the Management Board and Supervisory Board of Enapter AG adopted a new declaration of compliance. They intend to continue to comply with the recommendations of the Code in the future with the exceptions published in the respective declarations of compliance.

All declarations of compliance are available on the company's website at <https://enapterag.de/corporate-governance/>.

Remuneration-related information

The remuneration report for the last financial year, which is to be submitted to the Annual General Meeting in July 2025 for resolution, the auditor's report pursuant to Section 162 AktG, the applicable remuneration system pursuant to Section 87a (1) and (2) sentence 1 AktG and the last remuneration resolution pursuant to Section 113 (3) AktG will be available for download on the company's website at <https://enapterag.de/corporate-governance/> from April 30, 2025.

Working methods of the Management Board and Supervisory Board

The dual management system of the AG with the Management Board and Supervisory Board, each of which has its own independent powers, is a fundamental principle of German stock corporation law. In the interests of responsible corporate governance, the Management Board and Supervisory Board work together closely and in a spirit of trust to manage and monitor the company for the benefit of the company.

The working methods of the Management Board and Supervisory Board of Enapter AG are based on the relevant laws, the Articles of Association of Enapter AG and the resolutions of the Annual General Meeting of Enapter AG.

In accordance with the German Stock Corporation Act, the Supervisory Board appoints the members of the Management Board. The Supervisory Board advises and monitors the Management Board in its management of the company and can appoint a member of the Management Board as Chairman of the Management Board in accordance with Section 5 of the Articles of Association. Section 4 of the Articles of Association sets out, among other things,

the authorizations to carry out certain capital measures and their implementation, which are subject to the approval of the Supervisory Board. The exclusion of subscription rights, which is limited to certain cases, also requires the approval of the Supervisory Board. The representation regulation in § 5 and § 6 of the Articles of Association stipulates that the Supervisory Board may, in deviation from joint representation, grant each member of the Management Board individual representation authorization or exemption from the restrictions of § 181 of the German Civil Code (BGB).

By resolution of the Supervisory Board on May 3, 2021, Management Board member Gerrit Kaufhold was appointed to the company's Management Board for the period from June 1, 2021 to June 1, 2023. The appointment was extended by resolution of the Supervisory Board on May 22, 2023 for the period until the end of May 31, 2026. He has sole power of representation.

By resolution of the Supervisory Board on June 27, 2023, Executive Board member Dr. Jürgen Laakmann was appointed to the company's Executive Board with effect from July 1, 2023 for the period until the end of December 31, 2026.

By resolution of the Supervisory Board on April 8, 2024, the Management Board member Ivan Gruber was appointed to the company's Management Board with effect from September 1, 2024 for the period until the end of September 30, 2027.

Supervisory Board member Oswald Werle resigned from office with effect from January 31, 2024. The Supervisory Board of Enapter AG therefore only consisted of three members from January 31, 2024 to June 20, 2024. At the Annual General Meeting on June 20, 2024, all current members of the Supervisory Board, Mr. Armin Steiner, Ms. Eva Katheder and Mr. Ragnar Kruse and Prof. Dr. Christof Wetter were each newly elected for a term of office until the end of the Annual General Meeting that decides on the discharge for the 2025 financial year. Since then, the company's Supervisory Board has once again consisted of four members.

The Supervisory Board has established rules of procedure for the company's Management Board as well as a schedule of responsibilities and the catalog of transactions and measures of the Management Board that require the approval of the Supervisory Board.

The Management Board manages the company, strategically aligns the company, manages its business, plans and sets the budget and monitors the business divisions. It should ensure an appropriate risk management and control system within the company. Systematic risk management as part of value-oriented corporate management is intended to ensure that risks are identified, analysed and evaluated at an early stage and that risk positions are optimized.

The Supervisory Board has also established rules of procedure for its own activities. Furthermore, the election of the Chairman and Deputy Chairman, the procedure for convening meetings, their procedure, the permitted types of resolutions and the documentation of meetings and resolutions are regulated in detail in sections 7 to 12. The Supervisory Board decides whether the members of the Management Board should attend the meetings of the Supervisory Board; the entire Management Board or one member of the Management Board regularly attends the meetings of the Supervisory Board.

Qualification matrix: Competencies of supervisory board members

	Armin Steiner (1, 2)	Eva Katheder (1,2)	Ragnar Kruse (2)	Prof. Dr. Christof Wetter
Managing companies, associations and networks	✓	✓	✓	✓
Knowledge of the energy sector and the business area of research and development of hydrogen systems				✓
Finance, accounting, financial reporting, risk management, legal & compliance	✓	✓		
Sustainability issues	✓	✓	✓	✓
Accounting/audit incl. sustainability reporting	✓	✓	✓	
Innovation, Research & Development & Technology	✓	✓	✓	✓
Digitalization, IT, business models & start-ups	✓	✓	✓	
Personnel, Society, Communication, Media	✓	✓	✓	
Economic sectors other than energy	✓	✓	✓	✓

1 member with special knowledge and experience in the field of auditing financial statements, including the audit of sustainability reporting

2 Member with special knowledge and experience in the field of accounting, including sustainability reporting

In the opinion of the Supervisory Board, all members of the Supervisory Board are independent within the meaning of the definition of independence in the German Corporate Governance Code.

The Executive Board and Supervisory Board regularly exchanged information and ideas in the financial year from January 1 to December 31, 2024. The provision of information to the Supervisory Board was a joint task of the Management Board and the Supervisory Board. The Management Board informed the Supervisory Board promptly and comprehensively about company developments, the current situation of the company, existing risks and their development.

The activities of the Supervisory Board are reported on each year in the Report of the Supervisory Board, which is explained by the Chairman of the Supervisory Board at the Annual General Meeting.

With the exception of the legally required Audit Committee - which is chaired by the Chairman of the Supervisory Board and includes all Supervisory Board members - the company's Supervisory Board has not established any committees and dealt with the relevant issues in

the full Supervisory Board in the financial year 2024. This mainly concerns the audit of the quarterly and annual financial statements as well as personnel matters relating to the Management Board

D&O insurance was in for the members of the Executive Board and Supervisory Board for the 2024 financial year.

Disclosures on significant corporate governance practices

Sustainably increasing the value of the company is the guiding principle for the actions of the members of the Management Board and Supervisory Board of Enapter AG. The trust of shareholders and other interest groups in effective and transparent corporate governance is of paramount importance. The aim of investor relations work at Enapter AG is to meet the expectations of the capital markets for transparency and to provide shareholders with an accurate picture of the company.

The Supervisory Board and Management Board are constantly striving to optimize communication in order to achieve a sustainable and appropriate valuation of the share and to manage and utilize the company's assets in the best possible way.

Enapter AG has a Code of Conduct and a Whistle Blower System.

Determinations pursuant to Section 76 (4) and Section 111 (5) of the German Stock Corporation Act (AktG)

According to Section 289f (2) No. 4 HGB, listed stock corporations must set targets for the proportion of women and deadlines for achieving them, and must prepare a corporate governance statement with the specifications and information accordingly as to whether the set targets have been achieved during the reference period and, if not, for what reasons.

The Executive Board and Supervisory Board declare in this regard:

In accordance with Section 111 para. 5 AktG, the Supervisory Board is obliged to set a target for the proportion of women on the Supervisory Board and a deadline for achieving this target. By resolution dated April 25, 2024, the Supervisory Board set a target of 0% for the proportion of women on the Supervisory Board for the period until December 31, 2024. The Supervisory Board of Enapter AG currently consists of four members, three of whom are male and one female. The proportion of women is therefore 25%. By resolution dated April 23, 2025, the Supervisory Board set a target of 0% with effect from January 1, 2025 until April 30, 2029.

In accordance with Section 111 (5) AktG, the Supervisory Board is also obliged to set a target for the proportion of women on the Management Board and a deadline for achieving this target. By resolution dated April 25, 2024, the Supervisory Board set a target of 0% for the proportion of women on the Management Board for the period until December 31, 2024. The Management Board currently consists of Mr. Gerrit Kaufhold (appointed until 31 May 2026), Dr. Jürgen Laakmann (appointed until 31 December 2026) and Ivan Gruber (appointed until 30 September 2027) and thus consists exclusively of male members. By resolution dated April 23, 2025, the Supervisory Board set a target of 0% with effect from January 1, 2025 until April 30, 2029.

The Supervisory Board considers criteria such as the gender of the candidate to be of secondary importance, even if diversity is expressly welcomed. It should also be noted that the male members of the Supervisory Board and the Management Board should be retained by the

company in the long term due to their qualifications. With this in mind, a target of zero percent women has been set for the Supervisory Board and Management Board.

However, in the event that any personnel changes to the Management Board become necessary before then, the Supervisory Board will again address the target quota and - as in the past - will always be open to the participation of women on the company's Management Board.

The Management Board of Enapter AG is obliged under Section 76 (4) AktG to set targets for the proportion of women in the two management levels below the Management Board as well as a target achievement period. According to Section 76 (4) sentence 4 AktG, the target achievement periods may not be longer than five years. In order to synchronize with Enapter AG's financial year with the same calendar date, the Management Board has set December 31, 2024 as the end of the target achievement period.

Enapter AG has one management level below the Management Board. The proportion of women is 0% at the first management level and 28% at the second management level. The Management Board does not currently intend to make any personnel changes until December 31, 2025. In a resolution dated April 16, 2025, the Management Board set a target of 0% for the proportion of women in the first management level with effect from January 1, 2025 for the period until April 30, 2029. A target of 0% is set for the proportion of women in the second management level with effect from January 1, 2025 for the period until April 30, 2029.

The Executive Board considers criteria such as the gender of the candidate to be of secondary importance, even if diversity is expressly welcomed. Against this background, a target of zero percent women has been set for the two management levels below the Management Board.

However, at the end of the target attainment period, but also in the event of any personnel changes in the two management levels below the Management Board becoming necessary before then, the Management Board will again address the target quota and - as in the past - will always be open to the participation of women in the company's management levels.

Berlin, April 2025

The Management Board:

signed. Dr. Jürgen Laakmann signed. Gerrit Kaufhold signed Ivan Gruber

For the Supervisory Board:

signed. Armin Steiner