

## **Declaration of conformity by the management and by the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA in accordance with § 161 AktG dated 20 September 2021**

In accordance with § 161 of the German Stock Corporation Act (Aktiengesetz, "AktG"), the management of the general partner (Borussia Dortmund Geschäftsführungs-GmbH) and the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA declare that since the last Declaration of Conformity was submitted on 7 September 2020, Borussia Dortmund GmbH & Co. KGaA complied and will continue to comply with the recommendations of the German Corporate Governance Code (the "Code") in the version dated 16 December 2019 (published in the Federal Gazette (Bundesanzeiger) on 20 March 2020), with the exception of the following deviations (please note that numerous recommendations of the Code, in particular those pertaining to the remuneration system for executive board members and/or executive board pay, are not applicable due to the specific characteristics of our Company's legal form as a partnership limited by shares (Kommanditgesellschaft auf Aktien, "KGaA"); the respective disclosures and explanations are given in the corporate governance declaration):

Re recommendation A.2 sentence 2 first half-sentence: In accordance with this recommendation, appropriate measures must be in place that allow employees to report any violations of the law within the Company, without fear of retaliation. No formal whistleblower system was put in place at our Company to date because the other opportunities to report violations of the law or internal Company guidelines, including where necessary in confidence, were considered sufficient and reasonable. Nevertheless, an institutionalised whistleblower system for Group employees and third parties will now be put in place during the second half of the 2021/2022 financial year. The requisite preparations have already been made to put the system in place.

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Re recommendation B.4: As in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH will continue to decide on the reappointment of its Managing Directors, including, even in the absence of special circumstances, prior to the end of one year before the end of the existing term of appointment. Given the specific features of the KGaA legal form and due to the desire for greater flexibility, it is not considered practicable to make any staffing decision based solely on timing and circumstances.

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Re recommendation B.5: As in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH will continue to make decisions as to age limits for the Managing Directors of the general partner for upcoming (re-)appointments of Managing Directors, without generally stipulating an age limit to that extent. It is not considered practicable to set any age limits.

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Re recommendations C.1 sentences 1 to 4 and C.2: The Supervisory Board has not set any concrete objectives regarding its composition, has not prepared a profile of skills and experience, and has not established an age limit for Supervisory Board members. Nor are there plans to do so going forward. The Supervisory Board's continuing preference is to decide on proposals relating to its composition on a case-by-case basis in light of specific situations. Consequently, no further information was or is reported on this recommendation or its compliance with it. Notwithstanding the foregoing, compliance with the requirement, issued by the legislator, that the target proportion of women on the Supervisory Board be defined, remains mandatory (§ 278 (3) and § 111 (5) AktG as well as § 289f (3) and (2) no. 4 HGB).

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Re recommendation C.5, second half-sentence: This recommendation states that members of the management board of a listed company shall not accept the chairmanship of a supervisory board of a non-group listed company. Supervisory Board member Mr Christian Kullmann is the Chairman of the Executive Board of listed company Evonik Industries AG in Essen and will take up the position of Chairman of the Supervisory Board at our Company with effect from 25 September 2021 after having been elected at the meeting of the Supervisory Board on 20 September 2021. The Supervisory Board is convinced that Mr Kullmann has sufficient time available to discharge his duties, particularly given that he does hold any other positions covered by this recommendation. In addition, his considerable

experience in corporate management, his deep understanding of business and his top-quality contacts, both in Germany and abroad, have made and will continue to make a key contribution to the effective work of the Supervisory Board, firstly as Deputy Chairman from August 2019 to date and going forward as Chairman. Following consideration, it is therefore considered reasonable to deviate from this recommendation.

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Re recommendation C.13: In its election proposals to the Annual General Meeting, the Supervisory Board does not disclose the personal and business relationships of every candidate with the Company, the governing bodies of the Company and limited liability shareholders with a material interest in the Company (i.e., those holding more than 10% of voting shares). Nor are there plans to do so going forward. In its opinion, no secure legal practice exists with respect to this recommendation. The legal certainty of Supervisory Board elections took and takes a higher priority than any effort to make legally unnecessary disclosures in connection with nominations.

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Re recommendations D.2, D.3 and D.5: To date, the Supervisory Board has not formed committees. It was the Supervisory Board's intention for all topics to be discussed by the Supervisory Board as a whole. This continues to apply to waiving the formation of a nomination committee as recommended in the Code, particularly given that the Supervisory Board already comprises solely shareholder representatives – which is a requirement of the Code when forming a nomination committee. By contrast, the Supervisory Board will form an audit committee, at the latest at its final meeting of 2021.

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Re recommendation E.1 sentence 2: The Supervisory Board reserves the right to not comply with the recommendation that it report to the Annual General Meeting on conflicts of interest as they arise and how they are addressed. The principle of confidentiality of deliberations within the Supervisory Board (see § 116 sentence 2 AktG and principle 13 sentence 3) will generally take precedence.

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Dortmund, 20 September 2021

On behalf of the Supervisory Board	On behalf of Borussia Dortmund Geschäftsführungs-GmbH		
Christian Kullmann Chairman	Hans-Joachim Watzke Managing Director (CEO)	Thomas Treß Managing Director	Carsten Cramer Managing Director