

DECLARATION OF COMPLIANCE PURSUANT TO § 161 OF THE CORPORATION ACT:

The Management and Supervisory Board of PNE AG declare that the recommendations of the Government Commission on the German Corporate Governance Code published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette as amended have been and are being complied with, with the exception of the recommendations listed below.

The German Corporate Governance Code as amended on 16 December 2019 and published in the Federal Gazette on 20 March 2020 ("**2020 Code**") was applied for the period since the submission of the last declaration of compliance on 10 September 2021 as well as since its publication in the Federal Gazette on 27 June 2022, the German Corporate Governance Code as amended on 28 April 2022 ("**2022 Code**") has been applied:

I.

The recommendations of the 2022 Code have been complied with since its publication in the Federal Gazette on 27 June 2022 and will be complied with in future, with the following exceptions:

1. Internal control system and risk management system (Recommendation A.3 of 2022 Code)

According to Recommendation A.3 of the 2022 Code, the internal control system and risk management system should also cover sustainability-related objectives, insofar as this is not already required by law. This is to include the processes and systems for recording and processing sustainability-related data.

PNE AG is working on a further expansion of its internal control system and risk management system, so that currently the requirements of recommendation A.3 of the 2022 Code have not yet been fully implemented.

Therefore, a deviation from recommendation A.3 of the 2022 Code is declared as a precautionary measure.

2. Long-term succession planning (Recommendation B.2 of the 2022 Code)

Pursuant to Recommendation B.2 of the 2022 Code, the supervisory board together with the management board is to ensure long-term succession planning; the procedure is supposed to be described in the corporate governance statement.

Due to the current composition of the Management Board and the current terms of office, there is currently no reason for concrete succession planning. The Supervisory Board, together with the Management Board, has therefore not yet drawn up a concept for long-term succession planning.

Irrespective of this, the issue of succession planning is regularly addressed by the Supervisory Board and in discussions with the Management Board. Deliberations are made on terms of contract and renewal options for current members of the Management Board and possible candidates. Furthermore, the management level below the Management Board has been strengthened to ensure a continuous exchange of knowledge.

As a precautionary measure, a deviation from Recommendation B.2 of the 2022 Code is hereby declared.

3. Specification of concrete objectives for the composition of the Supervisory Board (Recommendation C.1 of the 2022 Code)

Pursuant to Recommendation C.1 of the 2022 Code, the supervisory board is to specify concrete objectives for its composition and draw up a competence profile for the entire body. When doing so, the supervisory board is to pay attention to diversity. The competence profile of the supervisory board shall also include expertise on sustainability issues of importance to the company. Proposals of the supervisory board to the shareholders in general meeting are supposed to take these objectives into account and at the same time aim to fill out the competence profile for the entire board. The status of implementation is supposed to be published in the form of a qualification matrix in the corporate governance statement. This statement is also to provide information on the number of independent shareholder representatives deemed appropriate by the shareholder representatives on the supervisory board and the names of these members.

Deviations from these recommendations have been made to date. Section 8 (2) of the Articles of Association merely stipulates that Supervisory Board members may not be elected for a longer period than until the end of the annual general meeting in the year in which the Supervisory Board member reaches the age of 75. Furthermore, the Supervisory Board's Rules of Procedure stipulate that the Supervisory Board shall have what it considers to be a sufficient number of independent members and that the members shall not include more than two former members of the Board of Management.

In addition, the Supervisory Board has set targets for the proportion of women on the Supervisory Board, which are being met. When considering its election proposals to the annual general meeting, the Supervisory Board also took into account the Company's increasing international activities, potential conflicts of interest, industry and management experience, and diversity. However, specific targets or competence profiles have not yet been defined.

However, the Supervisory Board considers the newly introduced qualification matrix to be a useful addition and intends to comply with this Code recommendation in the future. In this context, the Supervisory Board is also developing a competence profile for the entire body and will adopt this in the near future. In the competence profile, it will define objectives for the composition of the entire body and also report in the future on the status of their implementation.

A deviation from recommendation C.1 of 2022 Code is therefore declared for the past only.

4. Training and further training measures for members of the Supervisory Board (Recommendation D.11 of the 2022 Code)

Pursuant to Recommendation D.11 of the 2022 Code, a company is to provide appropriate support to supervisory board members during their inauguration and training and further training measures and to report on the implemented measures in the supervisory board's report.

The Supervisory Board refrains from reporting in the Supervisory Board's report about training and further training measures for individual members as well as measures to support them during their inauguration.

Upon taking office, new members of the Supervisory Board are internally instructed and supported in the work of the Supervisory Board commensurate to their previous knowledge. In addition, the Supervisory Board members are responsible for their own training and further training measures. They are supported in this by the Company if necessary.

A deviation from recommendation D.11 of the 2022 Code is hereby declared in this respect.

5. Definition of performance criteria for all variable components of the remuneration of the Management Board members (Recommendation G.7 of the 2022 Code)

Pursuant to Recommendation G.7 of the 2022 Code, the supervisory board is to determine the performance criteria for all variable remuneration components for each member of the management board for the coming financial year, which in addition to operational objectives, are to be based above all on strategic objectives. The supervisory board is to determine the extent to which individual goals for the individual management board members or goals for all management board members together are to be decisive.

In addition to the development of the share price and personal goals, the performance criterion for variable remuneration is based on the development of operating results.

Strategic objectives as such are currently not defined. However, the Supervisory Board assumes that the performance criterion of the development of the share price and the long-term Group EBIT or Group EBITDA is significantly influenced by the strategic success of the Company.

However, as a precautionary measure, a deviation from Recommendation G.7 of the 2022 Code is hereby declared.

6. Long-term variable remuneration amounts (Recommendation G.10 of the 2022 Code)

Pursuant to Recommendation G.10 of the 2022 Code, the variable remuneration amounts granted to a management board member are to be invested predominantly in shares of the company or granted on a share basis, taking into account the respective tax liability. A management board member is first to be able to dispose over the granted long-term variable amounts after four years.

The current employment agreements do not provide for the variable remuneration amounts granted to the Management Board members to be invested predominantly in shares of the Company or granted on a share basis, taking into account the respective tax liability.

Variable remuneration is granted in cash. However, the Supervisory Board is of the opinion that the current regulation, according to which the long-term variable remuneration amounts depend to a certain extent on the share price development, provides a sufficient incentive for favourable share price development among the Management Board members.

A deviation from Recommendation G.10 of the 2022 Code is hereby declared.

7. Claim to restitution of variable remuneration (Recommendation G.11 of the 2022 Code)

Pursuant to Recommendation G.11 of the 2022 Code, the supervisory board is to have the possibility to take account of extraordinary developments to an appropriate extent. In justified cases, it is to be possible to withhold or reclaim variable remuneration.

The employment agreements with the Management Board members do not currently contain any provision according to which variable remuneration can be withheld or reclaimed

In the opinion of the Supervisory Board, extraordinary developments are taken into account to an appropriate extent by linking the variable remuneration to, among other things, the consolidated EBIT or the consolidated EBITDA. In addition, the Supervisory Board considers the liability regulations stipulated by law to be sufficient to assert any restitution claims.

A deviation from Recommendation G.11 of the 2022 Code is hereby declared.

8. Variable remuneration upon cessation of employment agreement (Recommendation G.12 of the 2022 Code)

Pursuant to Recommendation G.12 of the 2022 Code, in the event of the cessation of an employment agreement with a management board member, the payment of outstanding variable remuneration components attributable to the period up to the cessation of the contract is to be made in accordance with the originally agreed targets and benchmark parameters and in accordance with the due dates or holding periods specified in the contract.

The employment agreements of the Management Board members do not provide for the payment of outstanding variable remuneration components attributable to the period up to the cessation of the contract to be made in accordance with the originally agreed targets and benchmark parameters and in accordance with the due dates or holding periods specified in the contract.

The employment agreements of the Management Board members stipulate that in the event of cessation of the contract, the variable remuneration is to be determined ahead of time on a lump-sum basis. The Supervisory Board considers the complete cessation with immediate compensation of all outstanding remuneration benefits to be a proper and appropriate procedure in order to ensure the clear and speedy settlement of contracts.

A deviation from Recommendation G.12 of the 2022 Code is hereby declared.

II.

Since the last declaration of compliance was issued on 10 September 2021, the recommendations of the 2020 Code have been complied with up to the present day, as announced with the exception of Recommendations C.1, D.12, G.7, G.10, G.11 and G.12 of the 2020 Code. With regard to the reasons for the deviation, reference is made to the explanation provided under I. in this statement regarding the deviation from recommendations C.1, D.11 (corresponds to D.12 2020 Code), G.7, G.10, G.11 and G.12 of the 2022 Code.

Cuxhaven, September 23, 2022