

SFC Energy AG

Declaration of compliance with the German Corporate Governance Code (statement pursuant to section 161 AktG)

After due examination, the Management Board and the Supervisory Board of SFC Energy AG declare that, since March 23, 2023, (the date the last declaration of compliance was made) and since April 28, 2023, (date the last declaration of compliance was updated), the Company has complied, and will comply, with the recommendations of the German Corporate Governance Code as amended on April 28, 2022, (published in the Federal Gazette on June 27, 2022, "GCGC"), with the following exceptions:

- Pursuant to recommendation B.3 GCGC, the first-time appointment of Management Board members shall be for a period of not more than three years. A departure from this recommendation is made insofar as the Supervisory Board decides on the specific term of the initial appointment in each individual case, in order to maintain sufficient flexibility in recruiting particularly qualified candidates for Management Board positions, while also considering the interest in long-term and sustainable corporate management.
- According to recommendation C.1 GCGC, the Supervisory Board shall determine concrete objectives regarding its composition, and shall prepare a profile of skills and expertise for the entire Board. In this process, the Supervisory Board shall be mindful of matters of diversity. Since the current version of the GCGC came into force, the Supervisory Board's profile of skills and expertise is also to include expertise on sustainability issues of importance to the entity. Proposals by the Supervisory Board to the General Meeting shall take these objectives into account, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the entire Board. The implementation status shall be disclosed in the corporate governance statement, and since the current version of the GCGC came into force in the form of a qualification matrix. The corporate governance statement shall also provide information about what the shareholder representatives on the Supervisory Board regard as the appropriate number of independent Supervisory Board members representing shareholders, and the names of these members. The Company departs from the recommendation to determine specific objectives, to prepare a profile of skills and expertise for the entire Board, and to provide information about what the shareholder representatives on the Supervisory Board regard as the appropriate number of independent Supervisory Board members representing shareholders, and the names of these members. The

composition of the Supervisory Board must ensure that the Management Board is effectively advised and supervised in line with the Company's best interests. To ensure compliance with these statutory requirements the Supervisory Board shall continue to base its proposals of candidates primarily on the knowledge, skills and experience of eligible candidates. In this process, the Supervisory Board shall be mindful of matters of diversity and sustainability expertise. However, the Supervisory Board does not consider it necessary or reasonable to determine specific targets or quotas in advance beyond the target quota of women for the Supervisory Board required by section 111(5) AktG, as to do so would impose a sweeping restriction on the selection of suitable candidates, particularly for SFC Energy AG as a smaller, stock-listed stock corporation with a Supervisory Board that is composed of only four members. Accordingly, the corporate governance statement does not report on any such objectives and implementation. The Supervisory Board does not consider it necessary to provide further information on the independence of the members of the Supervisory Board. This means a departure from recommendation C.1 GCGC.

- Depending on the specific circumstances of the enterprise and the number of Supervisory Board members, the Supervisory Board pursuant to recommendation D.2 sentence 1 GCGC shall form committees of members with relevant specialist expertise. The Supervisory Board has not formed an audit committee. The Supervisory Board does not consider it necessary to form further committees, including in particular a committee dealing with Management Board remuneration, in order to perform efficient advisory and monitoring activities. As a precautionary measure, a departure from recommendations C.10, sentence 1 and D.2, sentence 1 GCGC is therefore declared.
- Pursuant to recommendation D.5 GCGC, the Supervisory Board shall form a Nomination Committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the General Meeting. The Supervisory Board has not formed a Nomination Committee. The Supervisory Board takes the view, consistent with the legal literature on this subject, that a nomination committee does not need to be formed in the case of a supervisory board the size of the Supervisory Board of SFC Energy AG, which consists of only four members. It is sometimes considered that, under these conditions, no qualification of the declaration of compliance pursuant to section 161 AktG is required here. Thus, to err on the side of caution, a departure from recommendation D.4 GCGC is declared in this respect.
- Pursuant to recommendation G.1 GCGC, the remuneration system shall define, in particular, how the target total remuneration is determined for each Management Board member, and the amount that the total remuneration must not exceed (maximum remuneration). The remuneration system adopted on June 5, 2023, complies with this recommendation. As a matter of

precaution, we hereby wish to note that existing agreements with Management Board members concluded in the period since the GCGC as amended on December 16, 2019, came into force and before the remuneration system was resolved do not provide for total maximum remuneration. However, compliance with the maximum compensation in accordance with the compensation system is largely ensured (with the exception of certain special situations) by means of caps on the amounts of short-term and long-term variable compensation components agreed with the members of the Management Board since the GCGC as amended on December 16, 2019, came into force. The ongoing virtual stock option programs from the time before the GCGC as amended on December 16, 2019, came into force did not yet provide for any payout limits.

- Pursuant to recommendation G.12 GCGC, if a management board member's contract is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until contract termination shall be based on the originally agreed targets and comparison parameters, and on the due dates or holding periods stipulated in the contract. Pursuant to the Management Board Remuneration System 2023 approved by the General Meeting on June 5, 2023, the Supervisory Board can deviate from this with regard to the long-term variable remuneration (LTI 2021) originally applicable from 2021 and provide for immediate payment of any portions of the LTI 2021 not yet due should contractual termination occur in the event of a change of control. In the view of the Supervisory Board, this is a standard provision and premature, full settlement of long-term remuneration entitlements is appropriate in this situation. In other cases, the due dates and holding periods for all other variable remuneration components remain unaffected by the premature termination of a Management Board employment contract in accordance with recommendation G.12 GCGC. There is thus a deviation from recommendation G.12 GCGC with regard to compliance with the due dates.

Brunnthal, March 21, 2024

SFC Energy AG

The Management Board

The Supervisory Board