

# Corporate Governance

## Declaration on Corporate Governance in Accordance with § 289f and 315d HGB

### Declaration of Conformity in Accordance with § 161 AktG

Pursuant to § 161 AktG, the Management Board and Supervisory Board of a German stock corporation listed on the stock exchange are obliged to declare once a year whether the recommendations of the Government Commission on the German Corporate Governance Code have been and are being complied with or which recommendations have not been or are not being applied. The following Declaration of Conformity is permanently accessible on the company's website.

"The Management Board and Supervisory Board of Vita 34 AG declare pursuant to § 161 AktG (German Stock Corporation Act) that the recommendations of the Government Commission on the German Corporate Governance Code (GCGC) in the version of December 16, 2019, which entered into force upon publication in the Federal Gazette on March 20, 2020, have been complied with since the issuance of the last Declaration of Conformity of March 29, 2021, and that we will continue to comply with them in the future, with the exception of the points listed below:

- Section A.2 GCGC: Vita 34 AG has installed appropriate measures, oriented to the risk situation of the company, in order to ensure compliance with legal provisions and internal company guidelines. The established early risk detection system is reviewed annually within the scope of the audit of the financial statements, and no objections have been raised. In view of the size of the company, the Management Board and Supervisory Board consider the established and implemented system of compliance measures to be appropriate, adequate and sufficient. The Management Board and Supervisory Board do not consider the introduction of a special compliance management system to be necessary in view of the good experience gained in the past and the size of the company. The establishment of a protected whistleblower system will also be dispensed with for the time being, as the Management Board and Supervisory Board believe there is still insufficient practical experience with this in Germany. The implementation of the European Whistleblowing Directive into national law should also not be anticipated. It will therefore continue to be waited and seen whether the arguments put forward against a whistleblowing system, such as in particular high costs, possible negative effects on the working atmosphere and susceptibility to abuse, actually play a role in practice, what solutions will be established to avoid these points and how the German legislator will actually implement the European requirements. The Management Board and Supervisory Board will continue to monitor the developing practice and legislation in this regard.
- Section B.2 GCGC: Section B.2 of the Code 2020 recommends that the Supervisory Board should ensure long-term succession planning together with the Management Board and describe the procedure in the Declaration on Corporate Governance. The Supervisory Board has not yet developed any guidelines for succession planning for the two Management Board members. The Supervisory Board will continuously monitor the need for succession planning

with regard to the specific needs of the company and, if necessary, ensure long-term succession planning together with the Management Board.

- Section B.5 and Section C.2 GCGC: No age limit has been set for members of the Management Board and Supervisory Board. The decisive factor for the performance of board members is not age; we do not consider such an age limit to be appropriate.
- Sections D.2, D.3, D.4 and D.5 GCGC: The Supervisory Board of Vita 34 AG had not established any committees since the last Declaration of Conformity in March 2021 until its meeting on December 15, 2021, as it had not considered this to be reasonable due to the structure, working methods and size of the Supervisory Board of Vita 34 AG. In the course of the expansion of the Supervisory Board, the establishment of an Audit Committee as well as a Personnel and Remuneration Committee was resolved on December 15, 2021.
- Section F.2 GCGC: The company continues to base its publication obligations on the legally prescribed deadlines in order to avoid an otherwise higher administrative burden and associated costs, as well as the additional commitment of management capacity. This is also in line with the intention of the legislator, which has extended the deadline for publication of the half-year financial statements from two to three months.
- Sections G.6 and G.10 GCGC: In the fiscal year 2021, the Supervisory Board developed a Management Board remuneration system that meets the requirements of the Act Implementing the Second Shareholders' Rights Directive (Act of December 12, 2019 – Federal Law Gazette Part I 2019 No. 50 December 19, 2019 p. 2637 – ARUG II) but, in deviation from the recommendations in section G.6 and section G.10, does not provide for either long-term-oriented or predominantly share-based variable remuneration, as the Supervisory Board was of the opinion that there was no need at the company to use these forms of Management Board incentive. Accordingly, the Management Board contracts in place during the reporting period deviate from the recommendations in section G.6 and section G.10 of the Code.”

Leipzig, March 29, 2022

***The Supervisory Board***

***The Management Board***