

Corporate Governance



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Corporate Governance

Corporate Governance Statement 2022

Effective implementation of corporate governance principles is a key element of the corporate policy of SNP Schneider-Neureither & Partner SE (hereinafter: "SNP SE"). Transparent and responsible corporate governance is a critical precondition for the achievement of the company's goals and for increasing its enterprise value over the long term. The Board of Directors and the Managing Directors closely cooperate in the interest of the entire company in order to ensure efficient corporate management and control with the aim of creating value on a lasting basis through good corporate governance.

In the following statement, we explain the essential foundations of the corporate governance of SNP SE pursuant to the legal requirements of Section 315d in conjunction with Section 289f of the German Commercial Code (HGB) and the German Corporate Governance Code (GCGC or "the Code").

Declaration of Conformity with the German Corporate Governance Code

Pursuant to Art. 9(1)(c)(ii) of Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European Company (SE) (**SE Regulation**) and Section 22 (6)

of the German Act Implementing the SE Regulation of December 22, 2004 (**SEAG**), in conjunction with Section 161 of the German Stock Corporation Act, the Board of Directors of SNP Schneider-Neureither & Partner SE (hereinafter: "**SNP SE**") hereby declares the following:

Taking into consideration the specific details of the monistic system of SNP SE as outlined in Section 1 – with the exceptions indicated in Section 2 – since the issuance of its most recent declaration of conformity on March 24, 2022, SNP SE has complied and will continue to comply with the recommendations of the version of the "Government Commission on the German Corporate Governance Code" amended on April 28, 2022, and in force since June 27, 2022 ("**2022 GCGC**").

1. Specific Details of the Monistic Corporate Governance System

In accordance with Art. 43 to 45 of the SE Regulation in conjunction with Sections 20 et seq. of the SEAG, the monistic system is characterized by the fact that a uniform management body, the Board of Directors, is responsible for the management of the SE. The Board of Directors directs the company, determines the guiding principles for its activities and oversees their implementation by the Managing Directors. The Managing

Directors conduct the company's business, represent the company in and out of court and are bound by instructions issued by the Board of Directors.

In principle, SNP SE applies the statements in the 2022 GCGC regarding the Supervisory Board to its Board of Directors and the statements in the 2022 GCGC regarding the Executive Board to its Managing Directors. Specific exemptions apply that reflect the legal form of a *societas Europaea* and the statutory framework for its monistic system:

- The tasks of the Executive Board prescribed in Principles nos. 1, 2 and 3 in Section A.I (management tasks of the Executive Board) of the 2022 GCGC are incumbent upon the Board of Directors of SNP SE; see Section 22 (1) of the SEAG.
- The responsibilities of the Executive Board prescribed in Principle 5 in Section A.I (Compliance) of the 2022 GCGC are incumbent upon the Board of Directors of SNP SE; see Section 22 (6) of the SEAG.
- The responsibilities of the Executive Board prescribed in Suggestion A.8 (conduct in case of a takeover offer) of the 2022 Code are incumbent upon the Board of Directors of SNP SE; see Section 22 (6) of the SEAG.

- Unlike the German Stock Corporation Act, the SEAG does not stipulate fixed terms of office for Managing Directors. Accordingly, the Managing Directors of SNP SE have not been appointed for specific terms of office and have employment contracts subject to notice periods. Recommendations B.3 and B.4 of the 2022 GCGC on the period of first-time appointment and the date of re-appointment therefore do not apply.

2. Deviations from the Recommendations of the 2022 GCGC

On April 28, 2022, the “Government Commission on the German Corporate Governance Code” presented a new version of the German Corporate Governance Code. This came into force on June 27, 2022, following its publication by the German Federal Ministry of Justice and Consumer Protection in the official section of the German Federal Gazette (2022 GCGC).

The Board of Directors of SNP SE hereby declares that SNP SE is complying with the recommendations of the 2022 GCGC and will continue to do so in the future, with the following deviations:

- In accordance with the newly introduced Recommendation A.1, the Managing Directors are required to

systematically identify and assess the risks and opportunities associated with social and environmental factors as well as the ecological and social impacts of the enterprise’s activities. This recommendation also states that, in addition to long-term economic objectives, the corporate strategy is also to give appropriate consideration to ecological and social objectives. Corporate planning is to include corresponding financial and sustainability-related objectives. According to Recommendation A.3, which is also new, the internal control system and the risk management system are also to cover sustainability-related objectives. This is to include processes and systems for collecting and processing sustainability-related data.

The company is not currently complying with this recommendation. However, in early 2023 the Managing Directors began to identify by means of a materiality analysis the issues that should be considered material for SNP from the point of view of their impacts on the environment, society and the overall economy, their financial impacts and their relevance for SNP’s other stakeholders. The results of this analysis will be incorporated in the company’s strategic target planning and its risk and opportunity management so that sustainability-related objectives are taken into consideration in its corporate planning and

its internal control system and risk management system. The company will thus fully comply with Recommendations A.1 and A.3 in due course

- Pursuant to Recommendation C.2, an age limit is to be specified for members of the Board of Directors and disclosed in the Corporate Governance Statement. An age limit of 70 years of age was already introduced for the members of the Board of Directors in 2020. This was indicated in the Corporate Governance Statement for 2020, is indicated in the Corporate Governance Statement for 2022 and will be indicated in future Corporate Governance Statements. However, the company did not indicate this age limit in its Corporate Governance Statement for 2021.
- According to Recommendation D.5, the Board of Directors should form a Nomination Committee composed exclusively of shareholder representatives to nominate suitable candidates to the Board of Directors for its proposals to the Annual General Meeting. The Board of Directors is of the opinion that the establishment of such a committee is neither necessary nor appropriate due to the specific circumstances of the company, in particular the size of the Board of Directors (currently four members) and the lack of employee representatives on the Board.

- Pursuant to Recommendation G.6, the share of variable remuneration achieved by the Managing Directors as a result of reaching long-term targets should exceed the share from short-term targets. In addition, in accordance with Recommendation G.10, the variable compensation amounts granted to a Managing Director are to be invested by the Managing Director predominantly in company shares, taking into account the respective tax burden, or granted as share-based remuneration, with the long-term variable grant amounts only being available after a period of four years.

In March 2022, SNP parted company with its previous CFO and hired Prof. Dr. Thorsten Grenz as a Managing Director and interim CFO until a new CFO was recruited. Since it was envisaged right from the start that Prof. Dr. Grenz would only hold office for a temporary period, no long-term variable remuneration was agreed with him; he was also not obliged to invest remuneration amounts in SNP shares, and no share-based remuneration was agreed. In this individual instance, the company has not therefore complied with Recommendations G.6 and G.10. However, apart from this individual case, the company has fully complied with Recommendations G.6 and G.10 and intends to continue to do so.

Heidelberg, Germany, March 24, 2023

For the Board of Directors

Richard Roy

The declaration of conformity is permanently available to the public on the company's website:
<https://www.snpgroup.com/en/corporate-governance>

Management and Control Structure

The company is managed by the Board of Directors ("monistic system"), which determines the guiding principles for its business activities and oversees their implementation by the Managing Directors. The tasks, competencies and responsibilities of each of these two organs are clearly provided for by law and separated in terms of personnel. The mode of operation, competencies and staffing of the Board of Directors and Managing Directors of SNP SE are discussed in more detail below.

According to the German Corporate Governance Code ("GCGC") amended on April 28, 2022 ("**2022 GCGC**"), the Board of Directors is to determine specific objectives regarding its composition which – while reflecting

the specific features of SNP SE – give appropriate consideration to its members' international experience, potential conflicts of interest, the number of independent members of the Board of Directors, an age limit for members of the Board of Directors and their diversity.

Objectives for the Composition of the Bodies, Profiles of Skills and Expertise and Implementation Status

In early 2022, the Board of Directors drafted a succession planning concept for the Managing Directors and revised the diversity concept, which had previously only been applicable to the Board of Directors, and expanded it to include the Managing Directors. Within the scope of these changes, the Board of Directors has also:

- Adjusted the gender diversity target for the Board of Directors as follows: "The target for female members of the Board of Directors is 20%. However, since all of the current members are male and their terms of office expire in mid-2027, unless the Board of Directors changes in size, this target will only be achievable within a period of five years if members of the Board of Directors unexpectedly resign from office ahead of schedule. However, the Board of Directors is currently considering adding an addi-

tional sixth seat on the Board of Directors by no later than 2024. The target achievable within a period of five years is therefore 16.7%, to be implemented within a period of three years." This target was based on the five-member size of the Board of Directors at that time. With the current four-member size of the Board of Directors, the target is 25%, while the target will be 20% if the Board of Directors is expanded to five members.

- Introduced the following gender diversity target for the Managing Directors: "A target of 33.3% is set for the number of female Managing Directors (= first management level below the Board of Directors) on the basis of the current size of this body. The Board of Directors aims to have achieved this target by December 31, 2026.
- Set the following gender diversity target for the management level directly below the Managing Directors: "In consultation with the Managing Directors, a target of 20% is set for the proportion of female employees at the management level directly below the Managing Directors (= second management level below the Board of Directors). The Board of Directors and the Managing Directors aim to have achieved this target by December 31, 2026."

- Introduced an age limit for the Managing Directors corresponding to the age limit for the German standard old-age pension, which is currently 67 years of age.

The two concepts are worded as follows:

Succession Planning Concept for the Managing Directors

Together with the Managing Directors, the Board of Directors ensures long-term succession planning for the Managing Directors. The Board of Directors has identified the following key primary criteria qualifying a candidate for a position as a Managing Director. It complied with these criteria when it recruited its new Chairman of the Managing Directors at the end of 2022 and a Managing Director responsible for Finance in March 2023:

- Personality (incl. empathy)
- Integrity
- Strong leadership skills
- Technical qualifications for the position to be filled
- Performance to date
- Knowledge of SNP, its industry and its market environment
- Ability to adapt and redesign business models and processes in a rapidly changing environment

The Board of Directors also gives consideration to diversity where this is meaningfully achievable given the small number of Managing Directors. For this purpose, the Board of Directors has approved a diversity concept for the makeup of the Managing Directors. This concept provides a definition of the term "diversity."

The Board of Directors has asked the Managing Directors to identify and develop potential candidates in management positions within the Group whom the Managing Directors consider to have proven themselves based on their regular work with the Managing Directors and who are thus potential candidates to serve as Managing Directors. The Board of Directors already began to pursue discussions with leaders within the Group in 2021. In addition to yielding various other insights, these discussions provide the Board of Directors with an impression of the potential present at SNP's upper management levels.

Diversity Concept for the Board of Directors and the Managing Directors of SNP SE

Understanding of Diversity

The Board of Directors understands diversity to mean different personalities as well as different profiles and professional experiences that complement one another.

er – including international experience, where possible – as well as appropriate representation of both genders and an adequate mixture of ages.

Diversity Concept Objectives:

The Meaning of Diversity for SNP

For SNP, diversity is a key prerequisite in order for it to maintain its competitiveness and achieve long-term success. SNP aims to benefit from a broad range of experience and a variety of different perspectives through an adequate level of diversity in terms of personalities, skills and expertise on the part of the company's management and employees.

Diversity Concept for the Board of Directors

Professional qualifications and experience and expertise are the key requirements for appointment as a member of the Board of Directors. The membership of the Board of Directors should feature balanced diversity and provide the Board of Directors with the greatest possible variety of sources of experience and expertise.

In its proposals for the Annual General Meeting for the election of new members of the Board of Directors, the Board of Directors ensures that these candidates, if

elected, will add to the diverse range of personalities, profiles and professional experience on the Board of Directors so that, as far as possible, the Board of Directors has all of the expertise and experience that it requires for its work and so that its discussions and decision-making reflect a large number of different perspectives. For this purpose, the Board of Directors has established the following profile of skills and expertise that lists the specific skills and expertise whose presence on the Board of Directors is deemed necessary by the Board of Directors:

Development & Implementation of Strategy

At least two members are to have experience in the development and implementation of strategy (incl. M&A) and related transformation processes. This expertise should preferably have been acquired through work in a senior management position at companies, a strategy and/or M&A consultancy or an equity investment company.

Industry/Business Model Expertise

At least three members should have experience in the software industry or with SNP's business model. This experience should preferably have been acquired by working in this industry.

International Experience

At least two members should have international experience. This experience should preferably have been acquired through work outside Germany or through management of large international teams.

Accounting

At least one member should have experience in the field of accounting. This expertise should encompass (a) accounting according to the IFRS, (b) accounting according to the HGB and (c) sustainability reporting and preferably have been acquired through work involving the preparation, review, supervision or analysis of accounting documents.

Auditing

At least one member should have experience in the field of auditing. This expertise should encompass auditing of (a) accounting according to the IFRS, (b) accounting according to the HGB and (c) sustainability reporting and preferably have been acquired through work involving the auditing or preparation of accounting documents in consultation with the auditor.

Compliance

At least two members should have expertise in the field of compliance. This expertise should cover the compliance requirements of German listed companies and preferably have been acquired through work involving compliance tasks at a listed company or a legal consultancy covering the compliance issues that arise with listed companies.

Sales/Marketing

At least one member should have experience in the field of sales and marketing. This expertise should relate to the sales and marketing processes of large and medium-sized companies and preferably have been acquired through work in a sales and marketing management role.

Development of Technology

At least one member should have expertise relating to the development of software or other technologies. This expertise should encompass the development processes of large and medium-sized companies and preferably have been acquired through work in a development or development management role.

Operations

At least one member should have experience in the field of planning, management, control and continuous improvement of core processes in companies. This expertise should relate to the core processes in large or medium-sized software/IT services and/or other technology companies and preferably have been acquired through a senior management role with operations responsibility at such companies or a management consultancy.

Corporate Finance

At least one member should have expertise in the field of business combinations and corporate finance. This expertise should relate to the M&A processes and financing processes of large and medium-sized companies and preferably have been acquired through work involving M&A and financing issues.

Sustainability

At least two members should have expertise in the field of sustainability, encompassing the environment, social issues and governance. This expertise should relate to sustainability issues of relevance for SNP, above all those of substantive significance and thus subject to a

reporting obligation. Add relevant sub-aspects of the skills and expertise required for sustainability reporting that are indicated in relation to the sustainability audit and audit of financial statements. This expertise should preferably have been acquired via these members' systematic involvement with relevant sustainability aspects through their work or through their membership in sustainability committees or the like.

Human Resources

At least two members should have expertise in the field of human resources management. This expertise should relate to human resources management at large and medium-sized companies and preferably have been acquired through work involving human resources responsibility at higher hierarchical levels.

Capital Market

At least one member should have experience in relation to the capital market. This expertise should relate to capital market issues for listed companies and preferably have been acquired through work involving capital market issues.

Independence

A majority of the members should be independent within the meaning of Recommendation C.7 of the GCGC. The independent members should include the Chairman of the Supervisory Board and the Chairman of the Audit Committee.

Supervisory Board/Board of Directors

At least two members should have expertise in the area of the activities of boards of directors or supervisory boards. This expertise should relate to the work of boards of directors or supervisory boards of listed companies, with SNP not being included in this context. This expertise should preferably have been acquired through service as a member of one or more boards of directors or supervisory boards.

In accordance with the statutory provisions requiring the equal participation of men and women in management positions, on the basis of a five-member Board of Directors the Board of Directors has specified a target for its proportion of female membership of 16.7% to be achieved within a period of three years and a target of 20% to be achieved within a period of six years. In addition, the Board of Directors has specified that, as a rule, only persons who have not yet reached the age of 70 at the time of their election should serve as members of the Board of Directors.

Election proposals that the Board of Directors makes to the Annual General Meeting will take these goals into consideration while also aiming to further round out the profile of skills and expertise for the body as a whole. A balanced composition must be ensured so as to further reduce the extent to which the above-mentioned skills matrix deviates from the above-mentioned profile of skills and expertise.

Diversity Concept for the Managing Directors

The Board of Directors makes decisions as to which of the Managing Directors is to hold a specific position while considering all of the circumstances of the individual case in the company's interest. In doing so, the Board of Directors gives consideration to the following aspects in particular:

- The Managing Directors should have many years of management experience that has preferably been acquired at international companies.
- The Managing Directors should, as an overall body, have many years of experience in the field of software and IT services.
- The Managing Directors should have profiles and professional experience that complement one another.

- On the basis of the current size of this body, a 33.3% target has been set for the number of female Managing Directors. The Board of Directors aims to have achieved this target by December 31, 2026.
- The Board of Directors has specified an age limit for the Managing Directors corresponding to the age limit for the German standard old-age pension, which is currently 67 years of age. It also ensures that the Managing Directors, as an overall body, have an adequate mixture of ages.

Implementation Status

The following skills matrix indicates the extent to which the current members of the Board of Directors fulfill the above profile of skills and expertise for the Board of Directors. The details shown in the matrix are based on self-assessment by the individual members of the Board of Directors.

	Richard Roy	Karl Biesinger	Christoph Hütten	Sebastian Repegather	Profile of skills and expertise fulfilled
Member since	2021	2019	2021	2021	
Functional expertise					
Development & implementation of strategy	✓	✓		✓	✓
Experience in software & services sector and with business model	✓	✓	✓		✓
International experience	✓	✓	✓	✓	✓
Accounting*	✓		✓	✓	✓
Auditing**			✓	✓	✓
Compliance		✓	✓	✓	✓
Sales/marketing	✓				✓
Development of technology	✓	✓			✓
Operations	✓				✓
Corporate finance	✓	✓	✓	✓	✓
Sustainability	✓			✓	✓
Human resources	✓		✓	✓	✓
Capital market	✓	✓	✓	✓	✓
Governance					
Independence	✓		✓	✓	✓
Board of directors/supervisory board experience	✓	✓	✓	✓	✓
Other offices currently held***		1	1	1	N/A
Diversity					
Year of birth	1955	1961	1964	1969	
Gender	Male	Male	Male	Male	
Nationality	German	German	German	German	
Education	Electrical engineering	Law	Economics	International business management	

* incl. sustainability reporting

** incl. audit of sustainability reporting

*** Offices held on executive boards, supervisory boards or boards of directors and similar foreign bodies

It has not been possible to achieve the gender diversity target of 16.7% or 20%, since no female member of the Board of Directors has so far been appointed.

A new CEO joined the Managing Directors at the start of 2023 and a new CFO in March 2023, thereby partially complying with the diversity concept formulated by the Board of Directors: The Managing Directors thus further expanded their diversity of expertise and experience in areas including software sales, corporate governance and industry-specific CFO expertise. However, the level of gender diversity is still below the target of 33.3%, since no female Managing Director has yet been appointed. When it recruited its new CEO and CFO, the Board of Directors notified the human resources consultancy tasked with this search of its clear preference for female candidates to be identified for these positions. However, in view of the current situation on the market for applicants, this human resources consultancy was not able to present female candidates suitable from the point of view of the above succession planning concept and – apart from the aspect of gender diversity – the above diversity concept.

The Board of Directors has asked the Managing Directors to keep the Board of Directors regularly informed of the proportion of female managers at the company's various management levels and their development.

Compliance

Trust is one of our basic values and assumes integrity, honesty and incorruptibility. Compliance with all applicable statutory provisions and internal rules on the part of the company's management and employees is a firm part of our corporate culture. Measures in the area of compliance are continuously reviewed and updated on an ongoing basis by means of a compliance management system. Our Code of Conduct is at the heart of our corporate culture and encapsulates our key behavioral principles, the requirements for compliance with contractual and statutory obligations, for anti-corruption measures, for the protection of business and commercial secrets and for data protection. All employees are obliged to comply with the company's Code of Conduct.

These measures will be adapted in line with the company's risk situation. The effectiveness of the individual measures implemented will be regularly reviewed. For this purpose, the company offers all of its employees throughout the Group the opportunity to report legal violations within the company in a protected fashion using a digital whistleblower system. Employees may opt to submit such reports anonymously.

Mandatory training is another key element for the avoidance of compliance violations. E-learning-based training was introduced for all of the company's employees worldwide in 2020. Employees who were classified as particularly relevant due to the nature of their work had already received training in this area. The mandatory training course also includes a compliance module.

Since the new Board of Directors was constituted in June 2021, compliance has fallen under the scope of the overall responsibility of the Board of Directors.

The Managing Directors regularly report to the Board of Directors in regard to compliance issues.

Description of the Working Methods of the Board of Directors and Managing Directors

The fundamental principle of responsible corporate governance and control for SNP SE is ensuring the efficient and trusting cooperation of the Board of Directors and Managing Directors on the basis of the impartiality and independence of the members of these bodies.

In the 2022 fiscal year, the Board of Directors and Managing Directors of SNP SE deliberated on the company's strategic positioning, its further development and a series of individual topics and passed the necessary resolutions.

Board of Directors

Composition and Working Methods

According to its articles of incorporation, the Board of Directors is comprised of at least three members, who are selected by the Annual General Meeting without being bound by election proposals. According to the company's articles of incorporation, the term of office of each member of the Board of Directors will expire as of the end of the Annual General Meeting, which resolves to grant discharge for the fifth fiscal year follow-

ing the start of this member's term of office, but no later than six years after the date of this member's appointment. The fiscal year in which this member's term of office begins is not included. Members of the Board of Directors may be reappointed.

As the central body in the monistic management system, the Board of Directors manages the affairs of the SE, determines the guiding principles for its activities and oversees their implementation. As for the executive board of a stock corporation, the Board of Directors is responsible for keeping the accounts and for the establishment of a suitable monitoring system for early risk detection. It commissions the auditor to audit the accounts and the Group accounts.

The Board of Directors shall meet at least once every three months. The Board of Directors passes resolutions on the basis of a majority of the members present or represented. In the event of a tied vote, the Chairman of the Board of Directors shall have the deciding vote.

Für seine Arbeit hat sich der Verwaltungsrat eine Geschäftsordnung gegeben. Diese ist auf der Homepage <https://www.snpgroup.com/en/corporate-governance>.

The Board of Directors regularly reviews its efficiency and effectiveness as a body. This review is carried out by means of open discussion or a questionnaire-based self-assessment process.

Independence

A member of the Board of Directors will be considered independent within the meaning of the 2022 GCGC if they are independent of SNP and its Managing Directors and independent of a controlling shareholder of SNP. In making this assessment of independence, the Board of Directors will follow the recommendations set out in the 2022 GCGC at a minimum. Accordingly, more than half of the members of the Board of Directors must be independent of SNP and its Managing Directors. In its view, the Board of Directors currently has at least three independent members and thus has an appropriate number of members who are independent within the meaning of the 2022 GCGC, namely Richard Roy, Prof. Dr. Christoph Hütten and Sebastian Repegather.

Committees

The tasks, responsibilities and work processes of the Audit Committee, which was established in 2021, comply with the requirements of the German Stock Corporation Act (AktG) as well as the GCGC. In particular, the

Audit Committee oversees the accounts and the accounting process. It is responsible for a preliminary review of the annual financial statements, the consolidated financial statements and the combined management report of SNP SE and the SNP Group as well as the non-financial report. On the basis of the auditor's report on its audit of the financial statements and following its own preliminary review, the Audit Committee submits proposals for the adoption of the annual financial statements of SNP SE and the approval of the consolidated financial statements, the combined management report and Group management report as well as the non-financial report by the Board of Directors. The Audit Committee is also responsible for discussing the half-year financial report and the quarterly reports with the Managing Directors prior to their publication and for considering the findings of the auditor's audit review of the Group's midyear financial statements and the interim Group management report.

The Audit Committee is also concerned with the company's risk monitoring system and monitors the appropriateness and effectiveness of its internal control system, risk management system and internal audit system. It also prepares the Board of Directors' proposal to

the Annual General Meeting for the selection of the auditor and provides the Board of Directors with a recommendation to this effect. Before making its proposal for the selection of the auditor, the Audit Committee will obtain a declaration from the envisaged auditor confirming that there are no doubts as to its independence. Once the Annual General Meeting has passed the relevant resolution, the Audit Committee will engage the auditor to undertake the audit and will monitor the audit as well as the selection, independence, qualification, rotation and efficiency of the auditor and of the work performed by the auditor. The Audit Committee regularly evaluates the level of quality of the audit. The Board of Directors also maintains regular dialog with the auditor, outside the scope of meetings, via the Chairman of the Audit Committee.

As of December 31, 2022, the Audit Committee had the following members: Prof. Dr. Christoph Hütten (Chairman), Sebastian Repegather and Richard Roy. The members of the Audit Committee are all familiar with the sector in which the company operates and all have expertise in the field of accounting and auditing, that is, particularly good knowledge and extensive experience in relation to the application of accounting principles

and internal control and risk management systems as well as sustainability reporting and auditing (incl. auditing of sustainability reporting):

- Prof. Dr. Christoph Hütten acquired this expertise through his many years of experience as the Chief Accounting Officer of a major international listed corporate group, through his university teaching experience and through his various activities relating to national and international accounting standard setting. His role as Chief Accounting Officer included joint responsibility for the integrated report of his employer, which included sustainability reporting and managing the corporate group's auditing from the perspective of the audit client.
- Richard Roy acquired this expertise through his 20 years of service as a member or chairman of audit committees at various listed companies.
- Sebastian Repegather has acquired this expertise through roles including his wide-ranging work as a team leader in the deal advisory division of a major audit firm, as an equity investment manager for several family offices, as the managing partner of an

investment consultancy and as CFO of an investment stock corporation with variable capital, as Head of Listed Investments at a listed equity investment company and through his role as a financial expert and member of the audit committee of various listed companies.

Self-Assessment of the Board of Directors

The Board of Directors and its Audit Committee regularly evaluate internally how effectively the Audit Committee and the Board of Directors as a whole are performing their tasks. This review was carried out in 2022 through an open-ended discussion and at the start of 2023 through an anonymously completed questionnaire. Their findings confirm an open, trusting, professional and constructive working relationship within the Board of Directors and the Audit Committee and with the Managing Directors.

Managing Directors

The Managing Directors share responsibility for conducting the business of the company with the goal of sustainably creating value. They implement the guiding principles and requirements set out by the Board of Directors. The Managing Directors currently consist of

three members and a chairman. The Managing Directors inform the Board of Directors regularly, promptly and comprehensively about all corporate issues relating to planning, business development, the risk situation, risk management and compliance. They mention areas in which the company's business performance deviated from the established plans and targets and provide reasons for these deviations.

The Managing Directors are required to immediately disclose conflicts of interest to the Board of Directors and to inform the other Managing Directors. They may take on secondary activities, particularly Supervisory Board positions and similar offices outside of SNP SE, only with the prior consent of the Board of Directors. All Managing Directors confirmed to the Board of Directors in early 2023 that no conflicts of interest had arisen in 2022 whose disclosure was required.

According to the company's articles of incorporation, the Board of Directors appoints one or more Managing Directors. Members of the Board of Directors may be appointed as Managing Directors, provided that the majority of the Board of Directors is still comprised of non-Managing Directors. Currently, no member of the Board of Directors is also a Managing Director.

Managing Directors may be removed from office by means of a resolution passed by the Board of Directors on the basis of a simple majority. Managing Directors who are members of the Board of Directors may only be removed from office for cause or in case of termination of their employment contract. In relation to the remuneration of the Managing Directors and the noncompete clause that applies to them, the same provisions apply as for the executive board of a stock corporation in accordance with Sections 87 to 89 of the AktG. The Managing Directors will be liable for any damage the SE suffers as a result of a violation of their duties prescribed by law or in the company's articles of incorporation or any other duties.

**RESPONSIBILITIES OF THE MANAGING DIRECTORS
AS OF: MARCH 1, 2023**

MANAGING DIRECTORS	Responsibilities and Departments	Memberships of Other Supervisory Boards and Other Similar Bodies
<p>Michael Eberhardt Managing Director (CEO) until January 15, 2023; thereafter Managing Director without special departmental responsibility until March 31, 2023, within the scope of the handover.</p>	<ul style="list-style-type: none"> ■ Corporate Strategy & Advisory Board ■ Corporate Development / Change Management ■ Sales ■ Partner Management ■ Delivery ■ Academy ■ Regions CEU, LATAM, JAPAC, EEMEA 	<p>digitalCX.services AG, Supervisory Board</p>
<p>Dr. Jens Amail, Managing Director (CEO) since January 16, 2023. Appointed for an unlimited period of time.</p>	<ul style="list-style-type: none"> ■ Corporate Strategy & Advisory Board ■ Corporate Development / Change Management ■ Sales ■ Partner Management ■ Delivery ■ Academy ■ Regions CEU, LATAM, JAPAC, EEMEA <p>Since March 1, 2023, also:</p> <ul style="list-style-type: none"> ■ Regions USA and UK ■ Human Resources ■ Sustainability 	<p>No further offices</p>
<p>Prof. Dr. Heiner Diefenbach Managing Director (CFO) until March 31, 2022.</p>	<ul style="list-style-type: none"> ■ Legal & Compliance ■ Sustainability & CSR ■ IT (Internal) ■ Finance & Controlling ■ Investor Relations ■ Shared Services ■ M&A ■ Human Resources 	<p>Hexagon AG, Supervisory Board Chairman</p> <p>EXA AG, Supervisory Board</p>

RESPONSIBILITIES OF THE MANAGING DIRECTORS
AS OF: MARCH 1, 2023

MANAGING DIRECTORS	Responsibilities and Departments	Memberships of Other Supervisory Boards and Other Similar Bodies
<p>Prof. Dr. Thorsten Grenz Managing Director (CFO) since April 1, 2022.</p> <p>Appointed for an unlimited period of time.</p>	<ul style="list-style-type: none"> ■ Legal & Compliance ■ IT (Internal) ■ Finance & Controlling ■ Investor Relations ■ Shared Services ■ M&A ■ Human Resources (until February 28, 2023) ■ Sustainability & CSR (until February 28, 2023) 	<p>Drägerwerk Verwaltungs AG, Supervisory Board</p> <p>Dräger Safety AG & Co. KGaA, Supervisory Board</p> <p>Dräger Safety Verwaltungs AG, Supervisory Board</p> <p>Credion AG, Supervisory Board</p>
<p>Gregor Stöckler Managing Director (COO)</p> <p>Appointed for an unlimited period of time.</p>	<p>Until February 28, 2023:</p> <ul style="list-style-type: none"> ■ Analytics ■ Technology Partners ■ Corporate Marketing ■ Partner Marketing ■ Field Marketing ■ Regions UKI & North America ■ ERST GmbH & Innoplexia GmbH <p>Since March 1, 2023:</p> <ul style="list-style-type: none"> ■ Analytics ■ Technology Partners ■ Product and Product Development ■ Partner Marketing ■ Field Marketing ■ ERST GmbH & Innoplexia GmbH 	<p>No further offices</p>

Members of the Board of Directors ¹	Memberships of Other Supervisory Boards and Other Similar Bodies	Members of the Board of Directors ¹	Memberships of Other Supervisory Boards and Other Similar Bodies
<p>Richard Roy Chairman of the Board of Directors since October 1, 2022.</p> <p>Self-Employed Management Consultant</p> <p>Member of the Board of Directors since 2021.</p> <p>Elected for a term of office expiring in 2027²</p> <p>Member of the Audit Committee</p>	<p>DZG Holding GmbH Supervisory Board Chairman</p> <p>Datenlotsen GmbH Member of the Advisory Board (until August 17, 2022)</p>	<p>Prof. Dr. Christoph Hütten Self-Employed Management Consultant</p> <p>Member of the Board of Directors since 2021.</p> <p>Elected for a term of office expiring in 2027²</p> <p>Chairman of the Audit Committee</p>	<p>Brockhaus Technologies AG Supervisory Board Member</p>
<p>Dr. Karl Benedikt Biesinger Deputy Chairman of the Board of Directors</p> <p>Lawyer at the law firm RB Reiserer Biesinger Rechtsanwaltsgesellschaft mbH</p> <p>Member of the Board of Directors since 2019.</p> <p>Elected for a term of office expiring in 2027²</p>	<p>Witt Solar AG Supervisory Board Chairman</p>	<p>Sebastian Repegather Head of Listed Investments, Luxempart S.A., Leudelange, Luxembourg</p> <p>Member of the Board of Directors since 2021.</p> <p>Elected for a term of office expiring in 2027²</p> <p>Member of the Audit Committee</p>	<p>Technotrans SE Supervisory Board Member</p>

¹ Members who left the Board of Directors in the past fiscal year: Prof. Dr. Claus E. Heinrich (member and Chairman until September 30, 2022).

² Up to the end of the Annual General Meeting that resolves on the Board of Directors' discharge for the 2026 fiscal year.

Shareholdings of the Board of Directors and Managing Directors

The following members of the Board of Directors and Managing Directors who held office at the end of 2022 held shares in SNP SE as of the end of the year:

	SHAREHOLDINGS AS OF DECEMBER 31, 2022		SHAREHOLDINGS AS OF DECEMBER 31, 2021	
Dr. Karl Biesinger	4,757	0.1%	4,757	0.1%
Michael Eberhardt	6,788	0.1%	4,000	0.1%
Gregor Stöckler	81,225	1.1%	80,891	1.1%

Disclosures on Risk Management

The business activities of SNP SE are subject to a variety of risks that are inseparably linked to its entrepreneurial activity. Good corporate governance includes dealing with these risks responsibly. In order to identify risks at an early stage, to evaluate them and to deal with them systematically, SNP SE employs effective management and control systems that are combined into a uniform risk management system. A detailed description of risk management is contained in the Opportunity and Risk Report in the 2022 Group management report.

Further Information on Corporate Governance at SNP

Comprehensive information on the activity of the Board of Directors and cooperation between the Board of Directors and Managing Directors can also be found in the report of the Board of Directors in the Annual Report 2022.

Accounts and Group Accounts

The Managing Directors are responsible for the preparation of the company's quarterly reports and half-year financial report and for the preparation of the annual financial statements, consolidated financial statements

and the combined management report of SNP SE and the SNP Group. The Board of Directors and the Managing Directors jointly produce the remuneration report under Section 161 of the AktG.

SNP's consolidated financial statements and half-year financial report are prepared according to the principles of the International Financial Reporting Standards (IFRS), while the annual financial statements of SNP SE as well as the combined management report and Group management report are prepared according to the provisions of the German Commercial Code (HGB).

The Annual General Meeting held on June 2, 2022, once again elected Rödl & Partner GmbH, Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Stuttgart, as proposed by the Board of Directors, to serve as the auditor for SNP SE and the SNP Group for the 2022 fiscal year.

The Board of Directors and the Managing Directors have jointly produced the remuneration report under Section 161 of the AktG and have had the auditor undertake a review of the contents of this report as well as its formal aspects.

As in the previous year, the remuneration report for the 2022 fiscal year will be published as a separate report.

It may be downloaded together with the auditor's relevant audit report at <https://www.snpgroup.com/en/corporate-governance>.

RESPONSIBILITY STATEMENT

We certify to the best of our knowledge that in accordance with applicable accounting principles, the consolidated financial statements give a true and fair view of the Group's financial position and financial performance and that the business performance, including the result of operations and the position of the Group, are presented in the Combined management report in a way that gives a true and fair view, and that significant opportunities and risks for the expected performance of the Group are described.

Heidelberg, Germany, March 23, 2023

The Managing Directors

Michael Eberhardt

Prof. Dr. Heiner Diefenbach

Gregor Stöckler



DATA. TRANSFORMATION. EXPERIENCE.

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