

REPORT OF THE SUPERVISORY BOARD

Dear shareholders of Mutares SE & Co. KGaA,

For Mutares SE & Co. KGaA (the "Company"), the financial year 2022 was – notwithstanding significant adverse effects of an abrupt change in the general conditions on the Company's business and the challenging overall macroeconomic environment – due to the resilient business model overall successful. Mutares actively and systematically seeks companies in situations of transition as part of the business model it pursues. In times of high uncertainty, this opens up additional opportunities, particularly on the acquisition side, which Mutares again successfully mastered in 2022. In addition, Mutares SE & Co. KGaA achieved its highest annual result to date due to increased consulting revenues, received investment income (dividends) and sales of portfolio companies. Against this background, the Supervisory Board is satisfied with what has been achieved in 2022 and sees this as a good basis for the further positive development of Mutares.

Personnel and structure

There were the following changes to the Supervisory Board of the Company in the reporting year 2022: The long-standing member of the Supervisory Board of Mutares SE & Co. KGaA and Chairman of the Supervisory Board of Mutares Management SE, Prof. Dr. Micha Bloching, resigned from his positions at the close of the Annual General Meeting on 17 May 2022 and left the Supervisory Board by mutual agreement after many years of successful work for Mutares. Raffaella Rein was elected as a new member of the Supervisory Board to succeed Prof. Dr. Micha Bloching at the Annual General Meeting. Raffaella Rein has extensive expertise in the topics relevant to Mutares SE & Co. KGaA due to her many years as entrepreneur. In addition, she can contribute international experience in the fields of digitalization and sustainability.

The term of office of the four Supervisory Board members in office, Volker Rofalski (Chairman of the Supervisory Board), Dr. Axel Müller (Deputy Chairman of the Supervisory Board), Raffaella Rein and Dr. Lothar Koniarski, ends at the close of the Annual General Meeting in 2024.

In 2022, the Audit Committee of the Company's Supervisory Board consisted unchanged of the two members Dr. Axel Müller (Chairman) and Volker Rofalski.

The general partner Mutares Management SE assumes the management and representation of the Company through its Management Board, in the reporting year 2022 consisting of Robin Laik (Chairman), Mark Friedrich and Johannes Laumann (hereinafter "Management Board"). There were no personnel changes on the Management Board in the reporting year.

The Supervisory Board of the Company would like to thank the Management Board of Mutares Management SE for its continued trusting and close cooperation in the financial year 2022.

Activity report for the financial year 2022

The Supervisory Board of the Company performed the duties incumbent upon it by law, the Articles of Association and the Rules of Procedure. It met five times with all members of the Supervisory Board present (in some cases via video conference) and at least one member of the Board of Management present; the Supervisory Board also met regularly without the Management Board. In addition, resolutions of the Supervisory Board of the Company were prepared, dealt with, and adopted in resolution meetings by means of electronic communication. Transactions requiring the approval of the Supervisory Board were submitted in time; the transactions were carefully reviewed and discussed with the Management Board in each case before the decision on approval was made.

Composition of the Supervisory Board - Individualized disclosure of meeting attendance

The attendance rate of members at meetings of the Supervisory Board and its committees was 100 percent.

In implementation of modern, more sustainable forms of meetings, meetings in the reporting year were held not only as face-to-face meetings, but also as virtual meetings by video conference or as face-to-face meetings with the option of participation in virtual form (so-called hybrid meeting). The participation of the members of the Supervisory Board in the meetings of the Supervisory Board and the committees is disclosed below in individualized form:

Meetings of the Supervisory Board of Mutares SE & Co. KGaA and its committees

Overview of plenary and committee meetings and individual attendance in financial year 2022

Member	Term	Plenum	in %	Audit Committee	in %
Volker Rofalski (Chairman)	until 2024	5 / 5	100	7 / 7	100
Dr. Axel Müller (Deputy Chairman) (Chairman of the Audit Committee)	until 2024	5 / 5	100	7 / 7	100
Dr. Lothar Koniarski	until 2024	5 / 5	100		
Prof. Dr. Micha Bloching	until 5/2022*	2 / 2	100		
Raffaela pure	until 2024	3 / 3	100		

* retired at the end of the Annual General Meeting on 17 May 2022

In the year under review, the Supervisory Board of the Company accompanied the Management Board both in the operational development of the Group and in all portfolio decisions on the basis of a timely exchange of information and dealt regularly and in detail with the situation of the Company.

To this end, the Supervisory Board obtained regular reports from the Management Board on current developments in the Company and its net assets, financial position and results of operations, and discussed this information in detail with the Management Board. This also included information on deviations of the actual development from previously reported targets of the Company as well as deviations of the actual business development from the Company's planning.

In addition, the Management Board provided regular and comprehensive information on all relevant topics relating to operational management, including significant developments at the individual portfolio companies and their financial results. In the reporting period, this included an intensive ongoing exchange of information on the impact of the COVID-19 pandemic and the war in Ukraine on the Company's business performance and the operating businesses of the portfolio companies, as well as the measures taken in this regard, acquisitions and disposals of portfolio companies, and the topics of IT structure, human resources, compliance, risk management, major legal disputes, and IR activities.

The Supervisory Board fulfilled its duty to audit the content of the separate non-financial Group report by providing continuous audit support during its preparation. It was involved from the outset in identifying the main issues and associated concepts, measures and results. It was regularly informed at the Audit Committee meetings by the responsible CSR project team about the progress of the preparation of the non-financial Group report and provided with essential information. The Supervisory Board was directly involved in the management concepts and selection of the non-financial key performance indicators in order to ensure congruence with the long-term orientation of the Company.

Outside of meetings, the Management Board also provided the members of the Supervisory Board of the Company with regular and timely information on current business, updated key financial figures and matters of particular importance. The Management Board submitted without delay all documents of the Company which the Supervisory Board wished to inspect in the course of fulfilling its statutory duties and answered all questions raised in this context to the full satisfaction of the Supervisory Board.

The Supervisory Board regularly reviews its activities for efficiency. Against this background, it has established an Audit Committee. In view of the small size of the Supervisory Board, there is no need for further committees or other efficiency-enhancing measures.

Each member of the Supervisory Board discloses to the Chairman of the Supervisory Board any conflicts of interest that may arise in accordance with the recommendations of the German Corporate Governance Code ("GCGC"). In the past financial year, there

were no indications or notifications regarding conflicts of interest on the part of Supervisory Board members. The same applies to conflicts of interest of members of the Management Board.

The members of the Supervisory Board are responsible for their own training and development. They are supported in this by the Company. In the reporting period, the members of the Supervisory Board took part in various internal and external events to maintain and expand their expertise. At one meeting, the Supervisory Board dealt in detail with current regulatory developments in the areas of compliance and corporate governance as well as the German Corporate Governance Code (GCGC).

Report on the work of the Audit Committee

The Audit Committee of the Supervisory Board of Mutares SE & Co. KGaA met seven times in the reporting period, in addition to several informal votes. All meetings of the Audit Committee were attended by all committee members and at least one member of the Management Board during the reporting period.

In addition to preparing the audit and approval of the annual financial statements, topics included a review of the process for preparing the annual financial statements and consolidated financial statements of the Company for financial year 2021 together with the auditor and representatives of the Company's finance department, as well as an update on the preparation of the audits and the determination of audit priorities. In addition, the Audit Committee dealt intensively with the Company's non-financial (consolidated) reporting for financial year 2022 with the aim of gaining a direct impression of the quality of the preparation process sufficient for an audit of the report prepared by the Management Board, on which the Supervisory Board could then base its final audit opinion.

The Audit Committee is also authorized by the Supervisory Board to review and, if necessary, approve intended engagements of the Company's auditor for consulting services prior to awarding the contract if the auditor's independence is not impaired by the nature and scope of the engagement.

Corporate governance, responsibility and sustainability

The Company is listed in the Prime Standard of the Regulated Market of the Frankfurt Stock Exchange and has thus also opted for the highest level of transparency on the stock exchange with regard to corporate governance. The Supervisory Board continuously monitors the development of corporate governance practices. Together with the Supervisory Board, the Management Board reports in detail on the Company's corporate governance in the "Corporate Governance Statement". The Management Board and Supervisory Board last issued their annual Declaration of Conformity based on the GCGC as amended on 28 April 2022 in December 2022 (Section 161 of the German Stock Corporation Act (AktG)); the company makes this permanently available to the public on its website (www.mutares.com).

Responsible action is firmly anchored in the corporate values at Mutares. Mutares has already committed to the UN initiative "Global Compact" on corporate responsibility and its four principles in the areas of human rights, labor, environment and corruption prevention in 2021. The Supervisory Board welcomes this extra-mandatory voluntary commitment as an important signal for long-term sustainably oriented corporate governance.

Mutares has published a non-financial reporting for the financial year 2022 and thus fully informs investors and the public about the sustainability position of the Mutares Group according to CSR-RUG and EU taxonomy. The non-financial (Group) report is publicly available on the company's website.

Audit of the annual financial statements and consolidated financial statements for financial year 2022

Deloitte GmbH Wirtschaftsprüfungsgesellschaft audited the annual financial statements of Mutares SE & Co. KGaA (prepared in accordance with the German Commercial Code) and the consolidated financial statements of Mutares SE & Co. KGaA (prepared in accordance with IFRS), each as of 31 December 2022, prepared by the managing Mutares Management SE as general partner. The annual financial statements and the consolidated financial statements were each issued with an unqualified audit opinion.

In its meeting on 6 April 2023, which was also held by means of telecommunication, the Supervisory Board discussed and reviewed the annual financial statements and the consolidated financial statements for the financial year 2022 in detail; the auditor's reports were available to the Supervisory Board in each case. Both the Management Board of Mutares Management SE and the undersigned auditors from Deloitte GmbH Wirtschaftsprüfungsgesellschaft were present at the meeting. They were thus available for detailed explanations of both sets of financial statements and answered all questions of the Supervisory Board to its full satisfaction. The auditors reported on the scope, focus and main findings of their audit, in particular on the main points of the audit and the audit procedure. No material weaknesses in the internal control and risk management system were reported.

As a final result of its own review, the Supervisory Board - following the proposal of the Audit Committee at its meeting on 3 April 2023 - determined that there were no objections to the annual financial statements, consolidated financial statements and the combined management report. Following the proposal of the Audit Committee at its meeting on 3 April 2023, the Supervisory Board approved both the annual financial statements and the consolidated financial statements of the Company. At the same time, in agreement with the Management Board of Mutares Management SE, it resolved to propose to the Annual General Meeting of the Company that the annual financial statements of the Company for the financial year 2022 be adopted as prepared by the general partner in accordance with Section 286 (1) sentence 1 AktG.

In addition, the Management Board of Mutares Management SE has also prepared a non-financial (consolidated) report in accordance with Sections 289b, 315b HGB. In its

meeting on 6 April 2023 - prepared by the meetings of the Audit Committee on 3 and 5 April 2023 and the previous close monitoring of the preparation of the report by the Audit Committee - the Supervisory Board reviewed the non-financial reporting and did not find any objections.

Valuation of the financial year 2022

In the view of the Supervisory Board, the business model of Mutares Group as a listed private equity house focused on restructuring has proven not only resilient but additionally promising even in the challenging crises of 2022.

Existential threats to the continued existence of individual portfolio companies were successfully averted, not least thanks to the intensive support provided by the Group's own consultants; significant restructuring progress was achieved at numerous portfolio companies despite multiple operating challenges.

The market opportunities that open up for restructuring specialists in economic crises were actively exploited: The financial year 2022 was again characterized by a high level of transaction activity, the core of Mutares' business model. Thus, all three segments were strengthened by a total of twelve completed acquisitions, seven of which were platform acquisitions and five add-on acquisitions. In addition, acquisition agreements were signed for four further acquisitions, for each of which the closing of the acquisition was still outstanding as of 31 December 2022. On the exit side, Mutares successfully completed six sales of portfolio companies in the financial year 2022.

Thanks to significant contributions from all three earnings pillars of the Mutares business model - intragroup consulting services, dividends from portfolio companies, and exit proceeds - Mutares SE & Co. KGaA was once again able to achieve the highest net profit in its history in 2022, to the great satisfaction of the Supervisory Board.

A resilient and promising business model alone does not guarantee such outstanding economic successes in times of unforeseeable economic crises; rather, they are very much based on the impressive commitment and outstanding drive with which the enormous challenges of 2022 have been tackled by the Management Board. The Supervisory Board would like to express its great appreciation and special thanks to the Management Board for this.

Great thanks and appreciation also go to all employees of the Mutares Group for their once again excellent performance and great commitment.

Proposal for the appropriation of profits

According to the German Stock Corporation Act (AktG), the dividend distributable to shareholders is based on the net retained profits reported in the annual financial statements of Mutares SE & Co KGaA.

The Supervisory Board of the Company follows the proposal for the appropriation of profits of the general partner Mutares Management SE and, for its part, has also

resolved to propose to the Annual General Meeting of the Company to distribute an amount of EUR 20,626,256.00 (excluding treasury shares) from the Company's retained earnings as of 31 December 2022 of EUR 117,828,514.82 to the shareholders, which corresponds to a dividend of EUR 1.00 per dividend-bearing share, and to carry forward the remaining amount of EUR 97,202,258.82 to new account.

As a private equity company listed on the stock exchange, Mutares allows its shareholders to participate very directly in the profits of its successful business model, which is focused on restructuring, subject to a corresponding resolution by the Annual General Meeting.

Outlook

The war in Ukraine, which started with the military invasion of Russian forces on 24 February 2022, has direct and indirect effects on the business development, risks, results of operations and cash flows of the portfolio companies in the Mutares Group. From today's perspective, the Supervisory Board cannot rule out that the effects will have a negative overall impact on the financial position, net assets and results of operations of Mutares.

However, the Supervisory Board is optimistic that, despite the continuing challenging economic and geopolitical environment, the Group's key success factors - a promising business model, excellent management and highly committed employees - will continue to have a positive impact in 2023.

With this assessment, the Supervisory Board assumes that Mutares SE & Co. KGaA and the entire Mutares Group will continue their success story in the current financial year.

The Supervisory Board of Mutares SE & Co. KGaA,



Volker Rofalski

Chairman of the Supervisory Board
Munich, April 2023