

Declaration on the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Management Board of Mutares Management SE as general partner as well as the Shareholders' Committee and the Supervisory Board of Mutares SE & Co. KGaA ("**Company**") declare pursuant to Section 161 of the German Stock Corporation Act (**AktG**) that the Company has complied with the recommendations of the German Corporate Governance Code as amended on 28 April 2022 ("**GCGC**"), which entered into force by publication in the Federal Gazette (Bundesanzeiger) on 27 June 2022, since issuance of the last declaration of conformity in December 2024 and has complied with and will continue to do so in the future subject to the legal form-specific features of the partnership limited by shares ("**KGaA**") described below and the structuring of this legal form by the Articles of Association, as well as with the exception of the deviations listed below.

I. Special features specific to legal forms

The GCGC is tailored to companies in the legal form of a stock corporation ("**AG**") or a European Company (Societas Europaea, SE) and does not take into account the special features of the legal form of a KGaA. Many recommendations of the GCGC can therefore only be applied to the Company in modified form. Significant particularities result in particular from the following legal form-specific features.

1. Management

In the case of a KGaA, the tasks of a Management Board of an AG are performed by general partners. The sole general partner of the Company is Mutares Management SE, whose Management Board ("**Management Board**") is thus responsible for managing the Company's business

2. Shareholders' Committee

The legal form of the KGaA, unlike that of the AG, offers the possibility of creating further optional corporate bodies. The Shareholders' Committee established at the Company in accordance with the Articles of Association and elected by the Annual General Meeting of the Company has power of representation and management authority for the legal relationships between the Company on the one hand and the General Partner and/or its board members on the other.

In addition, he exercises all rights in connection with the shares held by the Company in the General Partner; in particular, he is responsible for exercising voting rights at the General Partner's Annual General Meeting and for disposing of the Company's shares in the General Partner.

3. Supervisory Board

Compared to the supervisory board of an AG, the rights and duties of the supervisory board of a KGaA are limited. In particular, the Supervisory Board of the Company has no personnel authority with respect to the management of the Company. The supervisory board of the KGaA is therefore not responsible for appointing or dismissing the general partner or its management board members. Thus, it is also not responsible for regulating their contractual terms and conditions such as, in particular, remuneration or consideration of the relationship of the remuneration of the Management Board to the remuneration of the senior management and the workforce; likewise, the Supervisory Board of the KGaA has no competence with regard to setting an age limit for the members of the Management Board, the composition of the Management Board, the duration of the appointment, succession planning, issuing rules of procedure for the Management Board or determining transactions requiring approval. These tasks are performed by the Supervisory Board of Mutares Management SE.

4. Annual General Meeting

The Annual General Meeting of a KGaA basically has the same rights as the Annual General Meeting of an AG. In addition, it resolves on the approval of the annual financial statements of the company, the discharge of the general partner and the election and discharge of the shareholders' committee. Numerous resolutions of the Annual General Meeting require the approval of the general partner; this includes, among other things, the approval of the annual financial statements of the Company.

II. Deviations from recommendations of the GCGC

Section B GCGC

Recommendations B.1 to B.4 of the German Corporate Governance Code contain detailed guidelines that the supervisory board should take into account when appointing persons to the management board. However, the company's Supervisory Board has no authority to appoint persons to the Management Board of the general partner, meaning that the recommendations on initial appointment and reappointment, succession planning and diversity are not applicable to the Company due to its structure. The Supervisory Board of the general partner is responsible for appointing members to the Management Board of the general partner. Only as a matter of precaution, the Company also declares a deviation from the aforementioned recommendations. According to recommendation B.3 GCGC, the initial appointment of members of the Management Board should be for a maximum of three (3) years. With effect from 1 July 2024, Dr Lennart Schley was appointed as a member of the Management Board until 31 December 2027. His first term of office therefore exceeds the recommended term of office of three (3) years as part of the initial appointment. In the opinion of the Company, the duration of Dr Lennart Schley's initial appointment is in the best interests of the Company. The Company is familiar with the skills

and knowledge of the new Management Board member due to his many years of service for the company in a managerial role in the area of Operations. Furthermore, it is in the interests of the Company to have his term of office end with a fiscal year.

Recommendation D.4 GCGC

According to recommendation D. 4 GCGC, the Supervisory Board shall form a nomination committee composed exclusively of shareholder representatives which nominates suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members. Due to the current size of the Supervisory Board, which consists of four shareholder representatives, the Supervisory Board does not consider the formation of a Nomination Committee to be necessary. The decision on the Supervisory Board's election proposals to the Annual General Meeting can be prepared and made by the full Supervisory Board.

Recommendation F.2 GCGC

According to Recommendation F.2 GCGC, the consolidated financial statements and the Group management report shall be publicly accessible within 90 days of the end of the fiscal year. Due to complex special circumstances and the associated increased auditing and documentation requirements, it was not possible to publish the consolidated financial statements and the group management report for the 2024 financial year within the recommended 90-day period or within the mandatory period of four (4) months after the end of the financial year as required by commercial and stock exchange regulations (Sections 325 (3), para. 4 sentence 1 HGB and Sections 51 (2), 50 BörsO of the Frankfurt Stock Exchange). However, the consolidated financial statements and the group management report were published immediately after completion of the necessary work and the conclusion of the audit.

The company aims to make the consolidated financial statements and the group management report publicly available again in future within four months of the end of the financial year, in accordance with commercial and stock exchange regulations (Sections 325 (3), (4) sentence 1 HGB and Sections 51 (2), 50 BörsO of the Frankfurt Stock Exchange). (4) months after the end of the financial year. In this respect, the company continues to believe that publication within these deadlines is sufficient to meet the information needs of shareholders, creditors, other stakeholders and the general public.

Section G.I GCGC

Recommendations G.1 to G.16 GCGC contain detailed requirements which the Supervisory Board should take into account when determining the remuneration of the Management Board. However, the Supervisory Board of the Company has no competence to determine the remuneration of the Management Board of the General Partner, so that the recommendations on the remuneration of the Management Board do not apply to the

MUTARES

Company due to their structure. The remuneration of the Management Board of the General Partner is determined by the Supervisory Board of the General Partner. Only as a matter of precaution, the Company also declares a deviation from the aforementioned recommendations.

Munich, December 2025

***The Management Board of
the General Partner***

***The Shareholder's
Committee***

***The Supervisory
Board***

The declaration of conformity is available on the website of Mutares SE & Co. KGaA at <https://ir.mutares.com/corporate-governance/#dokumente>.