

Statement of compliance 2022

Statement by the Managing and Supervisory Boards of KROMI Logistik AG concerning the recommendations of the “Government Commission of the German Corporate Governance Code” pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Managing and Supervisory Boards of KROMI Logistik AG declare that the recommendations of the Government Commission of the German Corporate Governance Code in the version dated December 16, 2019 (“DCGK”), as published in the Bundesanzeiger (Federal Gazette) on March 20, 2020, have been complied with since the last statement of compliance was issued on June 24, 2021, with the following exceptions:

- By way of divergence from recommendation C.2 DCGK, no retirement age has been set for Supervisory Board members. In light of the knowledge, skills and professional experience required for the Supervisory Board office (see Principle 11 DCKG), the specification of an age limit does not appear to be expedient.
- By way of divergence from recommendations D.2 and D.5 DCGK, no committees have been formed for the Supervisory Board – with the exception of the Audit Committee that is mandatory pursuant to Section 107 (4) AktG. Given the Supervisory Board’s size, the formation of committees is not otherwise expedient.
- By way of divergence from Recommendation G.17 GCGC, only the greater time input of the chair of the Audit Committee is taken into consideration in the remuneration; otherwise, membership of the Audit Committee is not taken into consideration in setting the remuneration. In the company’s opinion, the fact that the formation of an Audit Committee comprising all members of the Supervisory Board is now mandatory does not justify additional remuneration at present. The fixed total remuneration of the members of the Supervisory Board appropriately reflects their time input.

Furthermore, the company’s Annual General Meeting on December 7, 2021 approved the remuneration scheme for the members of the Managing Board, as submitted by the Supervisory Board. The new remuneration scheme applies to all Managing Board service contracts to be newly concluded or extended with effect after the Annual General Meeting on December 7, 2021.

In relation to the other recommendations of the DCKG concerning Managing Board remuneration in G.1 et seq. DCKG, the employment agreements with the current members of the Managing Board of KROMI Logistik AG will be continued, and consequently the new remuneration scheme is not yet taken into consideration. In Managing Board contracts extended or newly concluded since December 7, 2021, the recommendations on Managing Board remuneration in G.1 to G.16 have been complied with, with the following exceptions:

- By way of divergence from Recommendation G.3 DCGK, to date no peer group has been used in order to determine the standard level of the specific total remuneration of the members of the Managing Board. In the Supervisory Board's opinion, the benefits associated with this have to date been too minor in relation to the input required, as the Supervisory Board is of the opinion that the Managing Board's current remuneration is appropriate.
- G.8 DCGK recommends that targets or peer group parameters should not be modified at a later date. Instead, the Supervisory Board is to be entitled to unilaterally adjust the assessment bases or targets relevant for determining the amount of the long-term variable remuneration to reflect both positive and negative effects, with the consequence that recommendation G.8 GCGC may not be followed in full. The Supervisory Board considers such a regulation to be appropriate in order to avoid adventitious influences on the assessment bases.
- By way of divergence from recommendation G.10 Sentence 1 DCGK, on the basis of the Managing Board remuneration scheme approved on December 7, 2021, the variable remuneration of the members of the Managing Board was not granted predominantly in shares of the company, nor was it correspondingly share-based. Given the limited free float of the shares of KROMI Logistik AG, it would appear more expedient – including in the shareholders' interests – to pursue the objective of promoting the company's strategy and its sustainable and long-term development and growth by means of monetary variable Managing Board remuneration, whose level is based on performance criteria that are more suitable for the company.

The Managing and Supervisory Boards of KROMI Logistik AG also declare that the recommendations of the DCKG in the version dated December 16, 2019, which was published in the Federal Gazette (Bundesanzeiger) on March 20, 2020, will be complied with in future with the following exceptions:

- By way of divergence from recommendation C.2 DCGK, no retirement age has been set for Supervisory Board members. In light of the knowledge, skills and professional experience required for the Supervisory Board office (see Principle 11 DCKG), the specification of an age limit does not appear to be expedient.
- By way of divergence from recommendations D.2 and D.5 DCGK, no committees have been formed for the Supervisory Board – with the exception of the Audit Committee that is pursuant to Section 107 (4) AktG. Given the Supervisory Board's size, the formation of committees is not otherwise expedient.

- By way of divergence from Recommendation G.3 DCGK, no peer group is used at present in order to set the standard level of the specific total remuneration of the members of the Managing Board. In the Supervisory Board's opinion, the benefit associated with this is too minor in relation to the input required, as the Supervisory Board is of the opinion that the Managing Board's current remuneration is appropriate.
- G.8 DCGK recommends that targets or peer group parameters should not be modified at a later date. In contrast, the Supervisory Board is to be entitled to unilaterally adjust the assessment bases or targets relevant for setting the amount of long-term variable remuneration to reflect both positive and negative effects, with the consequence that Recommendation G.8 GCGC may not be followed in full. The Supervisory Board considers such a regulation to be appropriate in order to avoid adventitious influences on the assessment bases.
- By way of divergence from recommendation G.10 Sentence 1 DCGK, on the basis of the Managing Board remuneration scheme approved on December 7, 2021, the variable remuneration of the members of the Managing Board will in future not be granted predominantly in shares of the company, or be correspondingly share-based. Given the limited free float of the shares of KROMI Logistik AG, it would appear to be more expedient – including in the shareholders' interests – to pursue the objective of promoting the company's strategy and its sustainable and long-term development and growth by way of monetary variable Managing Board remuneration, whose level is based on performance criteria that are more suitable for the company.
- By way of divergence from Recommendation G.17, only the greater time input of the chair of the Audit Committee is taken into consideration in the remuneration; otherwise, membership of the Audit Committee is not taken into consideration in setting the remuneration. In the company's opinion, the fact that the formation of an Audit Committee comprising all members of the Supervisory Board is now mandatory does not justify additional remuneration at present. The fixed total remuneration of the Supervisory Board members appropriately reflects their time input.

Hamburg, June 24, 2022

For the Supervisory Board

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For the Managing Board

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