

## VELTARION SE

Berlin

**Declaration of Conformity by the Administrative Board of VELTARION SE in  
accordance with  
§ 161 AktG**

***THIS DOCUMENT CONSTITUTES A CONVENIENCE AND UNBINDING TRANSLATION  
OF THE GERMAN VERSION. THE ONLY AUTHORITATIVE VERSION IS THE GERMAN  
VERSION***

As a European stock corporation (*Societas Europaea* - SE), VELTARION SE (the "**Company**") has a monistic management and control structure.

The Administrative Board manages the Company, determines the basic principles of its activities, monitors their implementation and has further duties and powers arising from § 22 SEAG. The Managing Directors of a monistic SE manage the company's business in accordance with the basic guidelines and specifications laid down by the Administrative Board. To date, VELTARION SE has only had one Managing Director, who is also a (simple) member of the company's three-member Administrative Board.

The corporate governance statement is also available on the company's website in the "Investor Relations" section:

*<https://www.veltarion.de>*

On June 27, 2022, the German Corporate Governance Code in the version dated April 28, 2022 was published in the official section of the Federal Gazette ("**Code 2022**"). The Administrative Board of VELTARION SE hereby declares in accordance with Art. 9 para. 1 lit. c (ii) of Council Regulation (EC) No. 2157/2001 of October 8, 2001, as amended, in conjunction with Section 161 AktG, that the company has complied with the recommendations of the Code 2022 in the past and will comply with them in the future with the following exceptions:

- 1. Declaration of Conformity of the Administrative Board of VELTARION SE with the recommendations of the "Government Commission on the German Corporate Governance Code" pursuant to Article 9 para. 1 lit. c (ii) of Council Regulation (EC) No. 2157/2001 of October 8, 2001, as amended, in conjunction with Section 161 of the German Stock Corporation Act (AktG)**

VELTARION SE generally applies the provisions of the Code applicable to the Supervisory Board to the Administrative Board and the provisions applicable to the Management Board to the Managing Directors, whereby there has been only one Managing Director to date.

**A.2 Boards of Directors should pay attention to diversity when filling management positions.**

When filling management positions, the Managing Directors - regardless of gender - pay particular attention to the professional and personal skills of potential candidates, paying particular attention to the specific requirements of the company, especially due to the size of the company, so that managers have the knowledge, skills and professional experience required to perform their duties.

**B.1 When appointing members of the Management Board, the Supervisory Board should pay attention to diversity.**

When appointing Managing Directors, the Administrative Board pays particular attention to the professional and personal skills of potential candidates, irrespective of gender, while paying special attention to the specific requirements of the Company, in particular due to the size of the Company, so that the Managing Directors have the knowledge, skills and professional experience required to fulfill their duties.

**B.2 The Supervisory Board should work with the Management Board to ensure long-term succession planning. The procedure is described in the corporate governance declaration.**

As the management bodies of VELTARION SE have only recently been appointed, the Administrative Board and the Managing Director have not yet drawn up any long-term succession plans.

**B5/C2 An age limit shall be specified for members of the Management Board and disclosed in the corporate governance statement. / An age limit shall be specified for members of the Supervisory Board and stated in the corporate governance declaration.**

No age limit has been set for either the Managing Directors or the members of the Administrative Board. The company does not consider it necessary or expedient to set an age limit, as a rigid age limit could lead to a loss of the expertise of the members of the Management Board and Administrative Board in the event of mandatory retirement. This could have a significant negative impact on the Company.

## **Recommendation C.1, sentences 2 and 3 GCGC 2022:**

**The competence profile of the Supervisory Board should also include expertise on sustainability issues of importance to the company. Proposals by the Supervisory Board to the Annual General Meeting should take these objectives into account and at the same time aim to fill out the skills profile for the entire Board. The status of implementation should be disclosed in the form of a skills matrix in the declaration on corporate governance.**

Due to its small size to date, the Company does not consider it necessary to establish special expertise in sustainability issues on the Administrative Board. Sustainability issues are addressed on a case-by-case basis in line with the relevant requirements. Similarly, due to its small size to date, the Company does not consider it necessary to draw up a qualification matrix with regard to the requirements of the members of the Administrative Board.

### **D.1 The Supervisory Board shall adopt rules of procedure and make them available on the company's website.**

The Administrative Board has so far refrained from issuing rules of procedure, as the activities of the company's Administrative Board have not yet reached a level of complexity that would make rules of procedure mandatory.

### **D.2 The Supervisory Board shall form professionally qualified committees depending on the specific circumstances of the company and the number of Supervisory Board members. The respective committee members and committee chairpersons shall be named in the corporate governance declaration.**

In accordance with the Articles of Association, the Company's Administrative Board consists of three members. As a committee must consist of at least two members, or three members in the case of a decision-making committee, the formation of committees would not lead to a more efficient functioning of the Administrative Board. Committees have therefore not been and will not be formed, with the exception of the statutory Audit Committee. In accordance with Section 107 para. 4 sentence 2 AktG, the Administrative Board is also the Audit Committee due to its composition with only three members.

### **D.3 Sentence 2 Accounting and auditing also include sustainability reporting and its audit.**

Due to fact that the requirement for expertise in sustainability reporting and its review was only recently introduced by the Code 2022, no such expertise is currently available on the Company's Administrative Board.

**D.3 The Chairman of the Supervisory Board should not chair the Audit Committee.**

The Chairman of the Administrative Board is also the Chairman of the Audit Committee, as the Audit Committee and the Administrative Board consist of the same three members.

**D.4 The Supervisory Board shall form a Nomination Committee composed exclusively of shareholder representatives, which nominates suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting.**

In accordance with the Articles of Association, the Company's Administrative Board consists of three members. As a committee must consist of at least two members or, in the case of a decision-making committee, three members, the formation of a nomination committee would not lead to a more efficient functioning of the Administrative Board.

**D.6 The Supervisory Board shall also meet regularly without the Management Board.**

As the management structure of VELTARION SE corresponds to the monistic system and the Managing Director is also a member of the Administrative Board, this recommendation cannot be complied with.

The declaration of compliance in accordance with Section 161 AktG is also available on the company's website under "Investor Relations":

*<https://www.veltarion.de>*

Berlin, September 20, 2024

**The Administrative Board**