

**Manz AG**  
Reutlingen

ISIN: DE000A0JQ5U3

**Declaration of conformity November 2024**

**of the Management Board and the Supervisory Board of Manz AG  
on the recommendations of the "Government Commission on the German Corporate Governance Code" pursuant to Section 161 of the German Stock Corporation Act (AktG)**

The Management Board and Supervisory Board of Manz AG declare in accordance with Section 161 of the German Stock Corporation Act that the recommendations of the "Government Commission on the German Corporate Governance Code" in the version dated 28 April 2022, published by the Federal Ministry of Justice in the official section of the Federal Gazette have been complied with since the last declaration of conformity was issued on 27 November 2023, with the following exceptions, and that the recommendations of the "Government Commission on the German Corporate Governance Code" in the version dated 28 April 2022, will be complied with in the future, with the following exceptions.

**Recommendation D.4 sentence 2 a.F. and D.3 sentence 5 n.F. - Chair of the Audit Committee**

Recommendation D.3 Sentence 5 of the Code, according to which the Chairman of the Supervisory Board should not chair the Audit Committee, have not been and will not be complied with in the future.

The Supervisory Board of the Company forms an Audit Committee in accordance with Section 107 (4) of the German Stock Corporation Act (AktG). In compliance with the former version of the Code from 16 December 2019, according to which the Chairman of the Audit Committee should have special knowledge and experience in the application of accounting principles and internal control procedures, as well as be familiar with the auditing of financial statements, the current Chairman of the Supervisory Board was elected Chairman of the Audit Committee at the time the aforementioned version of the Code came into force, as he meets the aforementioned requirements.

**Recommendation F.2 - Deadline for the publication of financial statements**

Recommendation F.2 of the "German Corporate Governance Code", according to which the consolidated financial statements and the group management report shall be made publicly accessible within 90 days from the end of the financial year and the interim financial information within 45 days from the end of the report period, will not be applied with respect to the consolidated financial statements and the group management report for the financial year 2023 and the interim financial information for the first quarter of the year 2024.

The reason for this deviation is that the assessments of planned projects on which the planning is based could not be completed on time. In particular, further analyses, measures and discussions were required for the resulting future earnings and liquidity effects. The Company has therefore postponed the publication of the annual and consolidated financial statements for the 2023 financial year from 28 March 2024 to 23 May 2024 and the interim financial information for first quarter of the year 2024 from 14 May 2024 to 29 May 2024.

Recommendation F.2 of the Code, according to which the mandatory interim financial information should be publicly accessible within 45 days of the end of the reporting period, is and will not be complied with in relation to the mandatory interim financial information for the third quarter of 2024. The valuations of planned projects on which the planning is based could not be finalised in time. In particular, further measures and discussions are required for the resulting future liquidity effects. The company has therefore postponed the publication of the mandatory interim financial for the third quarter of 2024, which was initially announced for 7 November 2024.

#### **Recommendation G.13 sentence 1 half-sentence 1 - severance cap**

Recommendation G.13 sentence 1 half-sentence 1 of the Code, according to which payments to a member of the Management Board on premature termination of his contract should not exceed the value of two years' compensation (severance payment cap), has not been complied with.

In the Management Board contract concluded in 2018 with the previous Chairman of the Management Board, Martin Drasch, it was agreed - in deviation from recommendation G.14 of the Code - that in the event of a change of control the Management Board member is entitled to terminate the Management Board contract within six months of the occurrence of a change of control with three months' notice to the end of a calendar month and to resign from office as a member of the Management Board with the same notice period. A change of control within the meaning of this change of control clause shall be deemed to have occurred if the Company receives a notification according to which a notifying party reaches or exceeds at least 25% of the voting rights from shares in the Company belonging to or attributed to him. In the event of termination of the Management Board member's contract on the basis of the change of control clause, the Management Board member is entitled to a severance payment due upon termination of the employment relationship. However, the severance payment is limited to the value of three years' compensation (150% of the severance payment cap). If the remaining term of the employment relationship at the time the termination takes effect is more than two years, the severance payment is reduced by 75% to the extent that it is granted for the exceeding period.

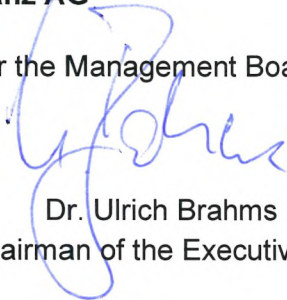
The change of control clause agreed in 2018 in the Management Board contract with the previous Chairman of the Management Board, Martin Drasch, was in line with the recommendation in section 4.2.3 paragraph 5 of the Code as amended on 7 February 2017, according to which a commitment for benefits in the event of premature termination of Management

Board activity due to a change of control should not exceed 150% of the severance payment cap. Change of control clauses with this maximum amount were therefore considered best practice and were common at the time. The Company also considered such a change of control clause to be useful, as it can help ensure that the behavior of the Management Board member in the event of a possible change of control is geared solely to the interests of the Company, and the maximum limit of 150% of the severance payment cap appears appropriate in this respect. This applies in particular in view of the agreed reduction of the severance payment by 75% insofar as it is granted for the period exceeding a remaining term of two years. The recommendation in section 4.2.3 paragraph 5 of the Code as amended on 7 February 2017 is no longer included in the Code as amended on 28 April 2022. It has been replaced by recommendation G.14 of the Code, according to which commitments for benefits in the event of premature termination of the employment contract by the Management Board member as a result of a change of control should not be agreed.

Reutlingen, 26 November 2024

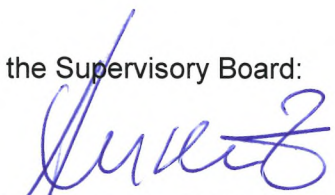
**Manz AG**

For the Management Board:



Dr. Ulrich Brahms  
Chairman of the Executive Board

For the Supervisory Board:



Professor Dr. Heiko Aurenz  
Chairman of the Supervisory Board