

**Declaration of Conformity pursuant to § 161 (1) of the
German Stock Corporation Act (AktG)
(Sections 289f (2) no. 1, 315d of the German Commercial Code (HGB))**

Since the last declaration of conformity of 26 March 2021, 3U HOLDING AG has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" in the then applicable version of the German Corporate Governance Code dated 20 March 2020, apart from the exceptions listed below:

- Recommendation A. 1: When filling management positions, the management board will be guided by the requirements of the corresponding function and looks for the best possible person who fulfils these requirements. If several equally qualified female or male candidates are available, the management board shall pay attention to diversity and an appropriate consideration of women in the company when making appointments, without making these criteria an overriding principle.
- Recommendation B. 1: When filling positions on the management board, the supervisory board will be guided by suitability and qualification and will look for the best possible person who fulfils the position on the management board.
In the opinion of the Company, the particular weighting of the diversity principle prescribed by the Code would narrow the selection of potential Management Board female or male candidates.
- Recommendations D. 2, D. 3 and D. 5: Due to the small number of its members, the Supervisory Board has not formed any committees. It performs the respective functions of the audit committee and the nomination committee as a whole body.
- Recommendation F2: The publication of the full Annual Report on the financial year 2021 was put back at the end of March 2022 due to the transfer to the ESEF data format necessary at the time when this declaration was signed and because this is a precondition for the subsequent approval and adoption of the financial statements by the Supervisory Board.
- Recommendation G. 6: In a deviation from recommendation G6, the Spokesman of the Management Board does not receive variable remuneration accruing from the achieving of long-term oriented goals. Determining variable remuneration in this way would have either placed the Spokesman of the Management Board in a worse position or disproportionately favoured him compared with the previous remuneration system. Due to the remuneration system currently valid for their existing employment contracts, the other members of the Management Board do not receive any variable compensation from achieving long-term targets for the time being. Since the beginning of 2022, employment contracts signed with all other members of the Management Board correspond to the recommendation under G. 6.

- Recommendation G. 10: In deviation from recommendation G10, the Supervisory Board refrains from granting share-based variable remuneration to the Spokesman of the Management Board. The Supervisory Board does not consider the incentive intended by recommendation G10 through share-based remuneration components to be effective in the case of the Spokesman of the Management Board in view of his extensive shareholdings. Due to the remuneration system still applicable to their existing contracts, the other members of the Management Board were not granted any share-based variable remuneration for the time being. Since the beginning of 2022, employment contracts signed with all other members of the Management Board correspond to the recommendation under G. 10.
- Recommendation G. 18: The remuneration of the Supervisory Board is regulated in Article 9 of the Company's Articles of Association. It consists of a fixed remuneration and performance-related components. The payment of a bonus in the event of the distribution of a dividend of more than EUR 0.05 per share for the past financial year to the shareholders, as well as the payment of bonuses in the event of subsidiaries being listed on the stock exchange are not geared towards the long-term development of the Company but serve to align the interests of board members with the interests of the shareholders.

The Management Board and the Supervisory Board regularly consult on the tasks of good corporate governance. In this context, potential improvements are considered, and the degree to which improvements are reasonable and possible is examined, along with the scope within which exceptions from the recommendations of the German Corporate Governance Code continue to be claimed from the Company's standpoint.

Düsseldorf and Marburg, 31 March 2022

Ralf Thoenes,
Chairman of the Supervisory Board

Michael Schmidt
Spokesman of the Management Board

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