

**Declaration of Conformity pursuant to Section 161 (1)
of the German Stock Corporation Act (AktG)
(Sections 289f (2) item 1, 315d of the German Commercial Code (HGB))**

The Management Board and the Supervisory Board of 3U HOLDING AG herewith declare pursuant to Section § 161 of the German Stock Corporation Act (AktG) that, since submitting the last Declaration pursuant to Section 161 AktG on 31 March 2022, the recommendations of the “Government Commission on the German Corporate Governance Code” in the then applicable version dated 16 December 2019 (GCGC) published in the official section of the German Federal Gazette on 20 March 2020 (“GCGC 2020”) over the period until the version dated 28 April 2022 was announced in the official section of the German Federal Gazette on 27 June 2022 (“GCGC 2022”) have been complied with and will be complied with in the future, with the exception of the substantiated exceptions set out below.

- Recommendation A.1 (GCGC 2020) and A.2 (GCGC 2022): 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 (GCGC 2020 and 2022): 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.
- Recommendation C.1 (GCGC 2020 and 2022): The Supervisory Board would welcome a female or diverse Supervisory Board member and, in the case of suitability, would prioritise such a proposal. However, in the view of the Supervisory Board, gender and diversity do not constitute dominant selection criteria for Supervisory Board members. Accordingly, the Supervisory Board has set the target for the proportion of women on the Board at 0 %.
- Recommendation D.4 (GCGC 2022) and D.5 (GCGC 2020): Due to the small number of its members, the Supervisory Board has not formed a Nomination Committee. It performs the respective functions of the nomination committee as a whole body.
- Recommendation F.2 (GCGC 2020 and 2022): The publication of the full Annual Report on the financial year 2021 was delayed at the end of March 2022 due to necessity of transferring to the ESEF data format, which is the precondition for the subsequent approval and adoption of the financial statements by the Supervisory Board. The publication of the full Annual Report on the financial year 2022 was delayed at the end of March 2023 due to necessity of transferring to the ESEF data format, which is the precondition for the subsequent approval and adoption of the financial statements by the Supervisory Board.
- Recommendation G.6 (GCGC 2020 and 2022): Until laying down his office on 25 May 2022, and in divergence from Recommendation G.6, the Spokesman of the Management Board did not receive any variable remuneration from achieving long-term 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. The Management Board contracts of all other members of the Management Board comply with Recommendation G.6.

- Recommendation G.10 (GCGC 2020 and 2022): Up until the point when the then Spokesman of the Management Board laid down his office on 25 May 2022, the Supervisory Board had waived the option of granting him variable remuneration based on shares as an exception from Recommendation G.10. The Supervisory Board did 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. The Management Board contracts of all other members of the Management Board comply with Recommendation G.10.
- Recommendation G.18 (GCGC 2020 and 2022): 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.

Earlier declarations of conformity with the German Corporate Governance can be found on the Company’s website under the Investor Relations / Corporate Governance heading.

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, 6 April 2023

Ralf Thoenes
Chairman of the Supervisory Board

Christoph Hellrung
Member of the Management Board

Uwe Knoke
Member of the Management Board

Andreas Odenbreit
Member of the Management Board

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