

DECLARATION OF CONFORMITY

DECLARATION PURSUANT TO SECTION 161 OF THE GERMAN STOCK CORPORATION ACT (AKTG) ON THE CORPORATE GOVERNANCE CODE

As a German listed company, MAX Automation SE, Hamburg, issued the declaration required by Section 161 of the German Stock Corporation Act (AktG) in February 2025. This is permanently available to shareholders as it is published on the website www.maxautomation.com/de/investor-relations/corporate-governance/.

Taking the special features of the company's monistic system described below into account and with the following exceptions, the company has complied with the recommendations of the German Corporate Governance Code in the version of 28 April 2022 ("**Code**") published in the Federal Gazette on 27 June 2022 since the last declaration of conformity was issued on 3 February 2024, insofar as these are applicable, and will continue to comply with them in the future.

Special features of the monistic corporate governance system

The monistic system is characterised pursuant to Art. 43-45 SE Regulation in conjunction with Sections 20 et seq. of the SE Implementation Act ("**SEAG**"), the monistic system is characterised by the fact that the management of the SE is the responsibility of a single management body, the Supervisory Board. The Supervisory Board manages the company, determines the basic principles of its activities and monitors their implementation. The Managing Directors manage the company's business, represent the company in and out of court and are bound by the instructions of the Supervisory Board. The Supervisory Board and the Managing Directors are committed to the interests of the shareholders and the company's well-being.

As far as the Advisory Board is concerned, the company applies the Code in principle to the Supervisory Board of the company and, as far as the Management Board is concerned, in principle to the Managing Directors. The following exceptions apply in view of the legal structure of the monistic system:

- The responsibilities of the Executive Board set out in recommendations A.1 (Sustainable Management), A.2 (Filling of Management Positions) and A.8 (Convening an Extraordinary General Meeting in the event of a takeover bid) of the Code are the responsibility of the company's Supervisory Board, Section 22 (6) SEAG.
- Contrary to recommendations B.3 (Initial Appointment of Management Board members) and B.4 (Reappointment of Management Board Members) of the Code, Managing Directors, unlike members of the Management Board, are not subject to a fixed and maximum permissible term of appointment, Section 40 (1) sentence 1 SEAG.
- In deviation from recommendations C.6, C.7 and C.10 of the Code, which regulate the independence of the members of the Advisory Board and the Chairman of the Advisory Board, and in deviation from recommendation E.1 (Dealing with Conflicts of Interest on the Advisory Board), members of the Supervisory Board may be appointed Managing Directors, provided that the majority of the Supervisory Board continues to consist of non-executive members, Section 40 (1) sentence 2 SEAG.
- Recommendation D.5 (Exchange of Information) of the Code relates to the Supervisory Board and the Managing Directors of the company, Sections 22 (6), 40 (7) SEAG.
- Recommendation D.6, according to which the Advisory Board should meet regularly without the Management Board, is not applicable to the company if a Managing Director is also a member of the Supervisory Board. As Mr. Hartmut Buscher and Dr. Ralf Guckert are both members of the Supervisory Board and Managing Directors

of the company, this recommendation, which is tailored to dualistically organised companies, could not be taken into account by the company for the reporting period.

Exceptions to the recommendations of the Code

The following recommendations are not or were not fully observed:

Regarding recommendations A.1 and A.3

The company is committed to the principles of sustainable action. However, the company's planning does not include any targets for achieving specific target values for individual sustainability-related factors. The company believes that risk and opportunity analyses, strategy and company planning and sustainability aspects cannot be separated from one another. The company's internal control and risk management systems already take sustainability-related targets into account.

Regarding recommendation B.1

When appointing Managing Directors, the company is guided by the professional and personal suitability of the candidates, diversity aspects and appropriate considerations of expediency. These include, for example, the relevant entrepreneurial experience of the members, diversity in terms of age, gender and professional background. The Supervisory Board has set a minimum female quota of 0% for the Managing Directors. This is due to the fact that the company currently has two Managing Directors, Mr. Hartmut Buscher and Dr. Ralf Guckert. In view of the competences and term of office of the current Managing Directors, it does not appear appropriate to set a minimum share of women other than 0% for the Managing Directors.

Regarding recommendation C.15 sentence 2

The company reserves the right to submit applications for the court appointment of a member of the Supervisory Board for an unlimited period. However, as a matter of principle, the company strives to limit a court appointment by the local court to the period up until the next Annual General Meeting in order to best preserve the shareholders' participation rights in the composition of the Supervisory Board.

Regarding recommendation D.1

The company is continuously working on the further development of its governance structure. This may result in changes to the Rules of Procedure of the Supervisory Board. The Rules of Procedure of the Supervisory Board will be published on the company's website in the near future.

Re recommendation G.9 sentence 2

The company refrains from publishing the target figures achieved and not achieved by the Managing Directors, as this is confidential information. However, the remuneration components granted individually for the financial year are published in the Remuneration Report.

Regarding recommendation G.10

Under the employment contracts of Dr. Ralf Guckert and Mr. Hartmut Buscher, the variable remuneration amounts granted to the Managing Directors are not predominantly granted in terms of shares in the company or correspondingly share-based. This is due to the special structure of the LTI for the Managing Directors under the current remuneration system. The LTI component is not based on the share price, but rather directly on the performance of the portfolio companies in order to provide the Managing Directors with a stronger incentive to successfully implement the company's strategy as a medium-sized finance and investment company. The current Managing Directors can dispose of the long-term variable payment amounts after three years. The company considers this period to be standard market practice and appropriate.

Hamburg, February 2025

The Supervisory Board

Guido Mundt

(Chairman of the Board of Directors)

The Managing Directors

Dr. Ralf Guckert

(Managing Director)

Hartmut Buscher

(Managing Director)