

# Statement on Corporate Governance (unaudited)

pursuant to Section 289f HGB and Section 315d HGB

## Declaration of Compliance with the German Corporate Governance Code (DCGK) pursuant to Section 161 AktG

The Management Board and Supervisory Board of a stock corporation listed in Germany are obliged under Section 161 (1) AktG to submit a declaration at least once a year about the extent to which the recommendations of the DCGK have been complied with in the past and how this is intended for the future.

The Management Board and Supervisory Board of Hoenle AG declare that since the publication of the Corporate Governance Statement in January 2025 the recommendations of the Government Commission on the German Corporate Governance Code as amended on 28 April 2022, published by the Federal Ministry of Justice and Consumer Protection (BMJ) in the official section of the Federal Gazette, have been and are being complied with, with the following exceptions:

### **C.10 Composition of the Supervisory Board; independence of the Supervisory Board**

The Chairman of the Supervisory Board should be independent of the Company and the Management Board (Recommendation C.10 DCGK 2022). The Supervisory Board of Hoenle AG appointed Dr. Franz Richter, who held the office of Chairman of the Supervisory Board of Hoenle AG, to the Management Board on 01.10.2025. During this time, his office and his rights as a member of the Supervisory Board will be suspended and Mr. Niklas Friedrichsen will take over as Chairman of the Supervisory Board of Hoenle AG. Mr. Friedrichsen is Managing Director of the Peter Möhrle Group, which indirectly holds over 10% of the shares and thus the share capital in Hoenle AG via the Thirty-Second PMB Management GmbH, Hamburg. Apart from his substantial shareholding, the Supervisory Board believes that there are no other personal or business relationships between Niklas Friedrichsen and Hoenle AG or its group companies, the executive bodies or a shareholder with a significant interest in Hoenle AG that could give rise to a material and not merely temporary conflict of interest or a lack of independence within the meaning of the German Corporate Governance Code.

### **D.4 Supervisory Board procedures; Nomination Committee**

The German Corporate Governance Code recommends that the Supervisory Board form a Nomination Committee that is exclusively composed of shareholder representatives (Recommendation D.4, DCGK 2022). Due to the current size and structure of the Supervisory Board, the Company's Supervisory Board does not consider it necessary to form a Nomination Committee for proposing suitable candidates. The entire Supervisory Board is responsible for deciding on the Supervisory Board's election proposals to the Annual General Meeting.

### **F.2 Transparency and external reporting; publication deadlines for financial information**

The German Corporate Governance Code recommends that the consolidated financial statements and group management report be made publicly accessible within 90 days of the end of the financial year and that mandatory interim financial information be made publicly accessible within 45 days of the end of the reporting period (Recommendation F.2, DCGK 2022). As before, Hoenle AG will continue to publish preliminary figures for the financial year within 90 days. However, the annual report is published within four months of the end of the reporting period in accordance with the rules of the Frankfurt Stock Exchange for Prime Standard stocks. Semi-annual reports and quarterly reports are published within two months of the end of the reporting period in accordance with the rules of the Frankfurt Stock Exchange. Reducing the time to publication would result in disproportionately high administrative costs. The publication deadlines will therefore remain unchanged until further notice.

### **Presentation of the Remuneration Report on the last Financial Year and Auditor's Assurance Report pursuant to Section 162 AktG, applicable Remuneration System pursuant to Section 87a (1) and (2) Sentence 1 AktG and most recent Remuneration Resolution pursuant to Section 113 (3) AktG on the Company's Website**

The remuneration system resolved by the Supervisory Board pursuant to Section 87a (1) and (2) Sentence 1 of the German Stock Corporation Act, which was approved by the Annual General Meeting on 20 March 2024, is available on the website of Hoenle AG at <https://www.hoenle.com/company/corporate-governance/>. The remuneration report pursuant to Section 289f HGB has been published at <https://www.hoenle.com/company/corporate-governance/>.

## **Information on corporate governance practices**

In addition to the statutory regulations and the German Corporate Governance Code (DCGK), Hoenle AG attaches great importance to acting responsibly in all areas of the Group. The Code of Conduct of Hoenle AG has been published on the Internet under <https://www.hoenle.com/company/corporate-governance/>. It contains the Company's mission statement and sets out rules of conduct. It identifies potential areas of risk and conflict, serves as an orientation aid for all employees of the Hoenle Group and supports the implementation of regulatory requirements in daily activities.

## **Description of the working methods of the Management Board and the Supervisory Board and the composition and working methods of their committees**

The Management Board and Supervisory Board of Hoenle AG form the dual management and control structure as stated under the provisions of the German Stock Corporation Act. The Management Board and the Supervisory Board work closely together for the benefit of the Company.

### **Tasks and working methods of the Management Board**

In the reporting year the Management Board of Hoenle AG consisted of one person and since 1 October 2024 it consists of two persons. The Management Board is responsible for managing the Company in the Company's interests, developing the Company's strategic direction, coordinating it with the Supervisory Board and ensuring its implementation. The Management Board conducts the Company's business on its own responsibility in accordance with the law, the Company's Articles of Association and the rules of procedure of the Management Board, thereby taking into account the resolutions made at the Annual General Meeting. The allocation of responsibilities and cooperation within the Management Board are governed, among other things, by the Rules of Procedure for the Management Board. The Management Board represents the Company vis-a-vis third parties. The Company is managed by way of regular strategic discussions at Management Board level and with the Business Units heads. The Management Board is informed monthly about the development of key parameters of Hoenle AG and its subsidiaries. The Management Board takes suitable measures to identify any developments that could jeopardise the continued existence of the Company at an early stage. This system is continuously being enhanced and adapted to changing framework conditions. The risk report includes further information on risk management.

### **Tasks and working methods of the Supervisory Board**

The Supervisory Board of Hoenle AG appoints the Management Board members and monitors and advises the Management Board on the management of the business. It is involved in all decisions of fundamental importance at all times in a timely and appropriate manner. The Management Board informs the Supervisory Board regularly, promptly and comprehensively about the course of business, the results of operations and financial position, the employment situation and the Group's planning and projects. As preparation for the meetings, the Supervisory Board receives regular written reports from the Management Board. After careful examination and consultation, the Supervisory Board adopts resolutions, if necessary. Rules of procedure regulate the tasks of the Supervisory Board and the internal organisation of the Supervisory Board. The rules of procedure are publicly accessible on the Internet at <https://www.hoenle.com/company/corporate-governance/> (Recommendation D.1, DCGK 2022). The Supervisory Board holds at least two meetings every six months. The meetings of the Supervisory Board are usually held in person. The meetings of the Supervisory Board are convened by the Chairman of the Supervisory Board or, if he is prevented from doing so, by his deputy. The resolutions of the Supervisory Board are passed in meetings chaired by the Chairman of the Supervisory Board. The Chairman of the Supervisory Board determines the type of vote. Resolutions may also be adopted in writing, by e-mail, by fax or by telephone provided no member of the Supervisory Board objects to such procedure immediately. Resolutions of the Supervisory Board are passed with a simple majority of the votes cast, unless otherwise stipulated by law or the Company's Articles of Association. Further details on the activities of the Supervisory Board are set out in the report of the Supervisory Board.

The German Corporate Governance Code recommends that the Supervisory Board, together with the Management Board, ensure that long-term succession planning is in place (Recommendation B.2, DCGK 2022). The Supervisory Board of Hoenle AG is in constant communication with the Management Board as to whether the current composition of the Management Board corresponds to the Company's strategic objectives. Employees and managers of the Company receive individual training to prepare them for possible management positions. As a matter of principle, the Supervisory Board initially makes a concerted effort to recruit executive staff from within the Group for positions on the Management Board. If no suitable candidates are available from within the Group, the Supervisory Board uses recruitment agencies to identify and recruit suitable candidates for any Management Board positions that need to be filled. The German Corporate Governance Code recommends that an age limit be specified for members of the Supervisory Board and be disclosed in the Corporate Governance Statement (Recommendation C.2, DCGK 2022). The Supervisory

Board set an age limit for members of the Supervisory Board in accordance with the recommendation of the German Corporate Governance Code. The limit is 75 years of age starting from the end of the Annual General Meeting in March 2024.

In accordance with the German Corporate Governance Code, the Supervisory Board must be composed in such a way that its members have the required knowledge, skills and professional experience to duly perform their tasks. The Supervisory Board drew up a profile of skills and expertise and set targets for its composition. The entire Supervisory Board is expected to meet the following criteria:

- A sufficient number of Supervisory Board members must be engaging in international activities or have international experience
- Knowledge and experience in the areas of corporate management and control, internationality, legal/compliance, human resources, sustainability/ESG, financing, accounting, auditing, technology, digitalisation/IT
- Understanding of the Hoenle Group's business activities, including the market environment, customer structure and strategic orientation, as well as a basic understanding of the technology used
- Avoidance of material conflicts of interest (in accordance with recommendation E.1, DCGK 2022)
- Independence of the majority of Supervisory Board members (in accordance with recommendation C.7, DCGK 2022)
- Taking adequate diversity into account in the composition of the Supervisory Board

The Supervisory Board is of the opinion that in its current composition and as a whole it fulfils the defined objectives and meets the profile of skills and expertise. The objectives of the Supervisory Board for its composition are taken into account in the election proposals to the Annual General Meeting while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Supervisory Board (Recommendation C.1, DCGK 2022).

The extent to which the defined objectives are met and the degree of implementation of the profile of required skills and expertise are disclosed below in the form of a skills and qualifications matrix.

### **Skills and qualifications matrix of the Supervisory Board**

As at 24.01.2025	Niklas Friedrichsen	Dr. Bernhard Gimple	Prof. Dr. Imke Libon	Melanie Ott	Dr. Franz Richter
<b>Characteristics</b>					
Position	Chairman	Member	Member	Member	Member
Member since	2022	2015	2021	2024	2023
Independent pursuant to DCGK	✓	✓	✓	✓	✓
<b>Diversity</b>					
Year of birth	1966	1970	1971	1976	1955
Gender	m	m	f	f	m
Nationality	German	German	German	German	German
Education	Tax consultant Diplom-Kaufmann (Business Administration graduate)	Volljurist (fully qualified lawyer) Bankkaufmann (banker)	Professor, Physicist	Diplom Ingenieurin Chemie (graduate engineer chemistry)	Dr. Ing. Physik (PhD in physics)
Occupation	Managing Director	Lawyer	Professor, Dean	CEO	Management Board (secondment)
<b>Professional knowledge</b>					
Corporate governance and control	✓			✓	✓
Internationality	✓		✓	✓	✓
Legal/compliance	✓	✓			
Human resources	✓	✓	✓	✓	✓
Sustainability/ESG	✓		✓	✓	✓
Technology			✓	✓	✓
Digitalisation/IT			✓	✓	✓

Financial expert in terms of Section 100 (5) AktG:					
- Accounting	✓	✓			✓
- Auditing of financial statements	✓		✓		

The German Corporate Governance Code also recommends that information be provided on the number of independent shareholder representatives on the Supervisory Board and the names of these members, as deemed appropriate by the shareholder representatives (Recommendation C.1, DCGK 2022). In the opinion of the Supervisory Board, it is composed of a sufficient number of independent members if the majority of its members is independent, which is the case.

The German Corporate Governance Code recommends that the term of Supervisory Board membership be disclosed (Recommendation C.3, DCGK 2022). Niklas Friedrichsen has been a member of the Supervisory Board since 24 March 2022, Dr. Bernhard Gimple since 20 March 2015, Prof. Dr. Imke Libon since 23 March 2021 and Melanie Ott since 20 March 2024. Dr. Franz Richter has been a member of the Supervisory Board since 23 March 2023 and was appointed to the Management Board by the Supervisory Board on 01.10.2025.

Recommendation D.12 DCGK 2022 stipulates that the Supervisory Board assess, at regular intervals, how effectively the Supervisory Board as a whole and its committees fulfil their tasks. The Supervisory Board regularly evaluates the efficiency of its activities. This evaluation takes place every two years. The self-assessment is standardised and essentially comprises the areas of preparation, execution, duration, frequency and documentation of the meetings, as well as the content of the meetings and cooperation with the Management Board and auditors. The last self-assessment took place in financial year 2022/2023 and confirmed the efficiency of the Supervisory Board's activities.

#### **Committees of the Supervisory Board**

The Supervisory Board of Hoenle AG has an Audit Committee that deals in particular with the audit of financial accounting, the monitoring of the accounting process, and the effectiveness of the internal control system, the risk management system and the internal audit system as well as the audit of the financial statements and compliance. Pursuant to recommendation D.2 DCGK 2022, the names of the respective committee members and the committee chairs should be provided. The names of the financial experts should be provided and details concerning their expertise in the areas of accounting and the auditing of financial statements should be included (Recommendation D.3, DCGK 2022). The Audit Committee consists of the following members: Niklas Friedrichsen, Dr. Bernhard Gimple, Prof. Imke Libon and Melanie Ott. Bernhard Gimple assumed the Chairmanship of the Audit Committee. As a tax consultant and given his university degree in business management and his experience as commercial manager, CFO and managing director at various companies in the mechanical engineering and service sectors, Mr. Niklas Friedrichsen distinguishes himself as an independent financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG) in view of his expertise in both accounting and the auditing of financial statements. Dr. Bernhard Gimple also qualifies as an independent financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG) with expertise in the field of accounting due to his many years of professional activity as a self-employed lawyer and his vocational training in banking. Prof. Dr. Libon is qualified for the Audit Committee due to her many years of experience in business consulting.

#### **Target values for the percentage of women on the Management Board, the two management levels below the Management Board and on the Supervisory Board**

The Supervisory Board specifies target values for the percentage of women on the Management Board pursuant to Principle 9 DCGK 2022. The Supervisory Board considers the diversity of executive staff, and in particular the proportion of women in executive positions, to be a key aspect of the Company's development. In January 2024, the Supervisory Board set a target value for the proportion of women on the Management Board of at least 33% to be achieved by 30 September 2028 in the event that the Management Board is expanded to three members.

The Management Board stipulates target values for the proportion of women in the two management levels below the Management Board according to Principle 3 DCGK 2022. In January 2024, the Management Board set a target value for the proportion of women at the first management level below the Management Board of at least 20% and a target value for the proportion of women at the second management level below the Management Board of at least 20%, both to be achieved by 30 September 2028. At that time, the proportion of women at the first management level below the Management Board was 17% and the proportion of women at the second management level below the Management Board was 15%.

According to Principle 11 DCGK 2022, the composition of the Supervisory Board has to ensure that the legal gender quota is considered. A fixed gender quota of at least 30% women for supervisory boards is not required at Hoenle AG

as the Company is neither subject to the German Codetermination Act (MitbestG) nor was it established as a result of a cross-border merger. In January 2024, the Supervisory Board of Hoenle AG specified that the target value for the proportion of women on the Supervisory Board to be achieved by September 2028 should be at least 40%. At that time, the proportion of women on the Supervisory Board was 20%.

### **Appointments to the Management Board; specification of an age limit for Management Board members**

The German Corporate Governance Code recommends that an age limit be specified for members of the Management Board and be disclosed in the Corporate Governance Statement (Recommendation B.5, DCGK 2022). In January 2024, the Supervisory Board set an age limit for members of the Management Board in accordance with the recommendation of the German Corporate Governance Code. The limit is 65 years of age and begun on 1 May 2024.

### **Description of the diversity concept**

When electing members to the Management Board and the Supervisory Board and making appointments to executive positions, Hoenle AG takes into account aspects such as educational and professional background, age, gender, and cultural heritage and strives for diversity in the composition of its Boards. The Company considers the diversity of executive staff, and in particular the proportion of women in executive positions, to be a key aspect of the Company's development. The Management Board and the Supervisory Board specified target values for the percentage of women on the Management Board, at the two management levels below the Management Board and on the Supervisory Board. The diversity target is also taken into account when drawing up the profile of skills and expertise and in the composition of the Supervisory Board. The diversity concept for the Supervisory Board includes requirements relating to educational and professional background, age and gender.

### **Governing Bodies of the Company**

The Company's Governing Bodies are the Management Board, the Supervisory Board, and the Annual General Meeting. The respective competencies are governed by the German Stock Corporation Act (AktG), the Company's Articles of Association, and the Rules of Internal Procedure for the Management Board and Supervisory Board.

### **Annual General Meeting**

Shareholders exercise their rights at the Annual General Meeting and decide on fundamental issues that concern Hoenle AG by exercising their voting rights. Each share of stock carries one voting right. All important documents that are required for decision-making are also made accessible to the shareholders on Hoenle AG's website in good time before the Annual General Meeting. (<https://www.hoenle.com/investoren/hauptversammlung/>)

The shareholders may have their voting rights exercised by a proxy of their choice or by a voting representative appointed by Hoenle AG, who acts upon instruction of the shareholder. Following the Annual General Meeting, the attendance and voting results are published on the Company's website.

### **Management Board**

#### **Dr. Franz Richter**

Dr. Ing. Physik (born 1955)

CEO; responsible for strategy, business units, marketing, development, production, logistics (since October 1, 2025)

Franz Richter has been a member of the Supervisory Board of Hoenle AG since March 2023 and was appointed to the Management Board of Hoenle AG by the Supervisory Board with effect from 1 October 2025. He is Chairman of the Board of Managing Directors of Meyer Burger Technology AG, Thun, Switzerland. Franz Richter has extensive experience in the area of developing technologies, including UV lithography, UV cleaning and silicone adhesives. He worked for many years at leading companies in the semiconductor and optoelectronics sectors, including Carl Zeiss AG and Süss Microtec SE. He was at Süss Microtec for 19 years, 11 of which he spent as CEO. He has held seats on various boards as well as honorary positions, including being a member of the Supervisory Board of Siltronic AG, Munich and a member of the Board of Directors of Comet Holding AG, Flamatt, Switzerland.

#### **Robert Stark**

M. Sc. Finance, industrial engineer (born 1991)

CFO; responsible for finance, human resources, purchasing, IT, compliance, ESG (since 01.10.2024)

Robert Stark, whose contract as a board member runs until September 30th 2027, joined Hoenle AG in 2022 and has been CFO since October 2024. Within his Position he is responsible for the commercial departments at the Hoenle Group like purchasing, information technology & digitalization, controlling and accounting. Robert Stark has a background in auditing, which he acquired at KPMG with the focus on mid-sized and listed companies and worked previously at Robert Bosch LLC, USA. He then held a senior position at PARI Medical Holding. He is an industrial engineer and has a master's degree in finance.

## **Supervisory Board**

### **Niklas Friedrichsen**

Diplom-Kaufmann (Business Administration graduate), Tax Consultant  
Chairman of the Supervisory Board since 1 October 2025

Mr. Niklas Friedrichsen has been managing the holding company of the Peter Möhrle family based in Hamburg as spokesman for the management board since 2018. After completing his business studies and his training as a tax consultant, he held finance and corporate development positions in various companies in the mechanical engineering and service sectors. He also looks back on many years of experience in the commercial management and further development of family offices with a comparable investment focus.

### **Dr. Bernhard Gimple**

Lawyer  
Chairman of the Supervisory Board since 22.03.2024)

Dr. Bernhard Gimple has been working as a lawyer in Munich since 2001. After completing his law studies and receiving his PhD from Ludwig-Maximilian-University in Munich, he initially worked for several large-scale supra-regional business law firms before founding the law firm, SOLEOS, together with another colleague in 2011. Since November 2005 the trained banker has also been acting as Pfandbrief trustee at Stadtsparkasse Munich, furthermore, since 2025 he has been a supervisory board member certified by the Steinbeis Academy and the School of Governance Risk & Compliance.

### **Prof. Dr. Imke Libon**

Professor  
Supervisory Board

Prof. Dr. Libon has been Professor of Physics and Didactics at Munich University of Applied Sciences since 2009 and Dean of the Faculty of Applied Sciences and Mechatronics at Munich University of Applied Sciences since 2019. After completing her physics studies at the Friedrich-Alexander University Erlangen-Nuremberg, the University of Cambridge, UK, the University of California, Berkeley, USA, and the Technical University of Munich, she did her doctorate in applied optoelectronics at the Ludwig Maximilian University of Munich. She then worked for six years as a strategic management consultant at Booz Allen Hamilton on interdisciplinary projects in several European countries before accepting an appointment as professor at the Munich University of Applied Sciences.

After moving to Munich University of Applied Sciences, she held various positions and honorary posts for several years in addition to her teaching activities and was Vice Dean of the faculty there from 2014 to 2019. Since 2019 she has also been Deputy Chairwoman of the Board of Directors of the Munich Student Union.

### **Melanie Ott**

Graduate engineer chemistry  
Supervisory Board

Ms. Melanie Ott has been CEO of artimelt AG, based in Sursee, Switzerland, since January 2023. She looks back on many years of professional experience at leading international adhesive companies. After completing her chemistry studies, she held various positions in technology, sales and management in the adhesives industry. After working at 3M Deutschland GmbH and Henkel AG & Co. KGaA, she took on various management positions at H.B. Fuller Deutschland GmbH.