

## **DECLARATION OF CONFORMITY (SECTION 161 AKTG)**

The Management Board and the Supervisory Board of Alzchem Group AG (“**Company**”) declare pursuant to section 161 AktG:

The last Declaration of Conformity was made in December 2022. Since this day the Company complied with all recommendations of the German Corporate Governance Code as of 28 April 2022 (“**DCGK 2022**”) and intends to do so also in the future, with the following two exceptions:

- The joint management report of Alzchem Group AG and of the Alzchem group of companies as per 31 December 2022 contains a description of the essential characteristics of the Internal Control System (“**ICS**”) with respect to the (group) financial reporting process (§§ 289 para. 4, 315 para. 4 HGB).

The Company has taken the new Sec. A.5 DCGK 2022 recommending a description of the ICS in its *entirety* as an opportunity to completely review its existing ICS. As this review is not finished yet, the Company has refrained from describing an interim status of the ICS. It is planned, however, that the management report for the financial year 2023 will contain a DCGK-compliant description of the entire – then fully reviewed – ICS.

- As a precautionary measure only the Company further points out a potential future deviation of recommendation G.6 DCGK 2022 requesting that *“the variable remuneration ... resulting from the achievement of long term objectives ... shall surmount the share resulting from short term objectives.”* The service agreements of Messrs. Englmaier and Dr. Weichselbaumer coming into force on 1 January 2023 provide for two variable “transitional payments”. They are designed in accordance with the Long Term Incentive (LTI), but provide for a potential payment after a two respectively three year waiting period, depending on the development of the Alzchem share price. The grant of the “transitional payments” (if any) results in the short term surmounting the long term (target) remuneration. However, the necessary prepositions for the “transitional payments” entering into force must first be laid by the shareholders meeting.

In substance, the Company considers the intended payments as necessary in order to avoid a preliminary loss of payment exclusively based on the transfer of the concerned board members into a new remuneration system.

Since the “transitional payments” are intended to serve as a temporary measure only, the Company does not feel distracted from its general efforts to comply, as good as possible, with the recommendations of the DCGK 2022.

Trostberg, February 2023

**Alzchem Group AG**

For the Supervisory Board

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[signed Markus Zöllner]  
Chairman of the Supervisory Board

The Management Board

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[signed Andreas Niedermaier]

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[signed Klaus Englmaier]

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[signed Dr. Georg Weichselbaumer]