



Declaration on corporate governance

**pursuant to section 289f and section 315d
of the German Commercial Code (HGB) with
integrated corporate governance report 2023**

Contents

Declaration on corporate governance of the TAKKT Group

- 03 › 1. Fundamentals of corporate governance
 - 03 › 1.1 General information on the company and its bodies
 - 03 › 1.2 Group structure
 - 03 › 1.3 Declaration on the German Corporate Governance Code (DCGK)
- 03 › 2. Management Board
 - 03 › 2.1 Composition of the Management Board
 - 04 › 2.2 How the Management Board works
 - 05 › 2.3 Instruments of corporate governance
 - 06 › 2.4 Management Board remuneration and securities transactions
- 06 › 3. Supervisory Board
 - 06 › 3.1 Composition of the Supervisory Board
 - 08 › 3.2 How the Supervisory Board works
 - 08 › 3.3 Activities of the Supervisory Board in the year under review
 - 08 › 3.4 Committees and the ways in which they work
 - 09 › 3.5 Supervisory Board remuneration and securities transactions
- 09 › 4. Corporate reporting and audit
 - 09 › 4.1 Elements of corporate reporting
 - 09 › 4.2 Audit
- 09 › 5. Shareholders/Shareholders' Meeting
 - 09 › 5.1 Information on shareholdings and their movements, disclosures required under takeover law
 - 10 › 5.2 Shareholders' rights at the Shareholders' Meeting
 - 10 › 5.3 Affiliated persons

Declaration on corporate governance of the TAKKT Group

In terms of structuring content, the following declaration on corporate governance is based on the guidelines of the Schmalenbach society published in 2020 (“structure-proposal”). The objective of these guidelines is to provide a comprehensive corporate governance report that provides information on all important corporate governance issues.

1. FUNDAMENTALS OF CORPORATE GOVERNANCE

1.1 General information on the company and its bodies

TAKKT AG (“TAKKT”) has its corporate seat in Stuttgart and is registered at the commercial register of Stuttgart under HRB 19962. Its subsidiaries at home and abroad trade in business and warehouse equipment.

The management of TAKKT has a dualistic structure with the Management Board as its managing body and the Supervisory Board as its monitoring body. The Management Board and Supervisory Board work closely together in aligning the company’s strategic direction. The Management Board is responsible for managing the company. It is the duty of the Supervisory Board to oversee and advise the Management Board in its management of the company on a regular basis.

TAKKT’s current Articles of Association are available on the company’s website at www.takkt.de.

1.2 Group structure

TAKKT AG is listed on the stock exchange and is a subsidiary of Franz Haniel & Cie. GmbH, Duisburg, Germany, which held 65.0 percent of the shares as per December 31, 2023. As per the same date, TAKKT AG held 1.3 percent of its own shares. The remaining shares are in free float.

TAKKT generally holds 100 percent of the shares of the subsidiaries, and the German subsidiaries are generally linked to TAKKT through profit and loss transfer agreements.

1.3 Declaration on the German Corporate Governance Code (GCGC)

The term corporate governance stands for responsible management with the aim of creating long-term added value. Good corporate governance increases the company’s value in the long run. Values like responsibility, reliability and trust are therefore a priority at TAKKT. The

Group views transparency in engaging with its interest groups as being essential to its corporate success.

TAKKT expressly supports the aims and requirements of the German Corporate Governance Code (GCGC). This underlines the value placed upon responsible corporate governance at TAKKT. In December 2023, the Management Board and the Supervisory Board therefore renewed their declaration of general conformity with all the key points of the latest version of the recommendations of the German Corporate Governance Code.

Declaration of conformity pursuant to section 161 of the German Stock Corporation Act (AktG) as of December 31, 2023

The Management and Supervisory Boards of TAKKT AG declare that the recommendations of the “Government Commission on the German Corporate Governance Code”, published by the Federal Ministry of Justice in the official part of the Federal Gazette (in the version of April 28, 2022 (“Code”) have been complied with since the last declaration as of December 2022 and that the recommendations of the Code will be complied with in the future. The following exception to this applies:

The German Corporate Governance Code recommends under D.4 of the Code that the Supervisory Board establish a Nomination Committee. No such Nomination Committee has been established at TAKKT AG. As, with six members, the Supervisory Board of TAKKT AG is comparatively small, the Management and Supervisory Boards see no need to establish a Nomination Committee for the Board.

The current version of the declaration of conformity can be viewed at any time at www.takkt.de.

2. MANAGEMENT BOARD

2.1 Composition of the Management Board

The Management Board had the following members in the 2023 fiscal year:

- › Maria Zesch (born in 1973) has been Chief Executive Officer of TAKKT since August 2021 and is responsible for Strategy & Transformation, M&A, Operations, Technology & Data, HR, Legal, Sustainability and Communications. Her contract of employment runs until mid-2029.
- › Lars Bolscho (born in 1978) has been Chief Financial Officer since January 2023 and is responsible for

Controlling, Accounting, Internal Audit, Treasury and Investor Relations throughout the Group. At the turn of the year, he also took on the responsibility of the M&A department from Maria Zesch. His contract of employment runs until end of year 2025.

Targets for the share of women on the Management Board and in executive positions

TAKKT is convinced about the benefits of having diverse teams at all hierarchical levels. Diversity at TAKKT refers to attributes such as cultures, nationalities, ethnic and social backgrounds, age, sexual orientation and also gender identity. Within this context, TAKKT has set itself the goal of significantly increasing the share of women in executive positions in the Group. Half of the Management Board should be women. This is currently the case. At TAKKT AG, the target for the top management level below the Management Board is to fill at least thirty percent of the positions with female executives by December 31, 2026. This target continues to be met with a share of 33.3 percent. In addition to the target for executive positions at TAKKT AG, TAKKT has also set targets for the share of women in executive positions in the TAKKT Group. By 2028, this share should be increased to 50 percent. In the reporting year, the share of female Executives (Executive Vice Presidents and Vice Presidents) was at 43 percent, and at 34 percent for women in management positions overall.

Diversity concept for the Management Board of TAKKT

The composition of the Management Board of TAKKT should ensure the comprehensive fulfillment of tasks incumbent upon the Management Board of a public listed company. They involve the following individual aspects:

- › Seniority: Each Board Member should have sufficient professional experience to effectively meet their responsibilities as a Board Member. Employment contracts with members of the Management Board are to be drafted in such a way that they automatically expire at the end of the month in which a member of the Management Board reaches the age of 63.
- › Gender identity: As explained above, TAKKT is convinced about the benefits of having diversely composed management teams. As a result, the Supervisory Board has set the target for the proportion of women on the Management Board of TAKKT AG set out in the German Act on Equal Participation of Men and Women in Executive Positions in the Public and

Private Sectors at 50.0 percent. This target is valid until the end of 2026 and has been met since the beginning of 2022.

- › Educational or professional background: In making appointments to fill vacancies on the Management Board of TAKKT, the company always ensures that new candidates possess all required knowledge and abilities to fulfill a Management Board mandate. Specific requirements beyond the ones of the German Stock Corporation Act should therefore not be stipulated in a static way. This allows the company to retain the necessary flexibility to adapt the requirements profile when filling vacant positions in view of changes that are sometimes rapid and lasting, such as those resulting from the coronavirus pandemic and ongoing digitalization.

Succession planning

Succession planning for the members of the Management Board is an important joint task of the Supervisory and Management Boards. The aim is to reduce risks and ensure that the right skill sets are available on the board both medium- and long-term. Succession planning is a key component of the TAKKT talent management approach. A structured process is used to identify and specifically develop successors for key functions on all levels of the organization. The focus of the organization and of each individual member of the Management Board is on developing successors from within the company's ranks. The status of succession planning is discussed together with the Chairman of the Supervisory Board at least once a year to ensure that any new requirements are considered.

2.2 How the Management Board works

The Management Board steers the company, develops strategies, implements these strategies in the company's operating business and ensures effective risk management. Decisions of fundamental importance and with fundamental implications are aligned between the Management Board and the Supervisory Board. In addition, the Management Board informs the Supervisory Board regularly, promptly, and comprehensively about important changes in the company, its environment, its strategy, and its business development. The Management Board ensures compliance with the statutory regulations and internal company guidelines and works towards observance of these by the Group companies. Certain key transactions

and measures – stipulated in the rules of procedure for the Management Board – require prior approval by the Supervisory Board.

2.3 Instruments of corporate governance

Rules of procedure

TAKKT uses rules of procedure to steer its subsidiaries. They contain references to applicable guidelines and documentation and document the company's understanding of leadership and values. As part of the new organizational structure, the new TAKKT group policy "Corporate Governance and decision-making" was approved and rolled out throughout the group during the reporting year, including a catalogue of transactions requiring approval.

Policies and guidelines

On the basis of a previously established concept, a series of new internal TAKKT Group Policies and TAKKT Group Regulations were drafted, adopted and rolled out as part of the group integration in the reporting year.

Corporate governance practices on environmental, employee and social issues

At TAKKT, profitable growth and sustainability go hand-in-hand. The introduction of the company-wide sustainability organization SCORE: "Sustainable Corporate Responsibility" in 2011 created the conditions to coordinate measures for sustainable corporate governance across all units and to implement them in day-to-day business. SCORE was most recently revised in 2021 to be more firmly anchored in the functions and divisions.

The overall responsibility for the main sustainability topics lies with the TAKKT Management Board. The respective management is responsible for the specific sustainability objectives, projects and results of the divisions and their companies. On an operational level, the SCORE responsables of the divisions coordinate the implementation of the specific sustainability projects with the relevant departments, evaluate their progress and are responsible for the collecting, validating and transmitting the corresponding data. The "TAKKT Sustainability" department supports the Management Board in the development and implementation of the sustainability strategy and coordinates the activities in the SCORE organization. In translating the Group-wide objectives into division-specific undertakings, the department supports the respective management,

coordinates the knowledge exchange process and is responsible for compiling the sustainability indicators collected across the Group.

SCORE helps to ensure the Group-wide management and implementation of the TAKKT sustainability strategy as well as the measurement of the progress. More detailed information on corporate governance practices regarding environmental, employee and social issues as well as respect for human rights can be found in TAKKT's Sustainability Report, which - including TAKKT's non-financial report integrated therein - is available on the company's website.

Internal control system

The internal control system at TAKKT includes both accounting and operational aspects. The TAKKT Management Board and Supervisory Board are committed to the establishment, control and monitoring of the internal control system. At TAKKT, the internal control system is documented in a systematic and understandable structure. It is reviewed in terms of its effectiveness on a regular basis. The results of these reviews are documented. Measures for eliminating control weaknesses are implemented in a traceable manner.

Compliance management system

TAKKT AG attaches the highest priority to its compliance with all statutory and contractual obligations associated with sound management. The Management Board also takes care to ensure that internal corporate guidelines are adhered to. TAKKT has a compliance management system ("CMS") based on Audit Standard IDW PS 980 of the Institute of Public Auditors in Germany (IDW), which is reviewed and continuously improved by the specialist departments and the Group's Chief Compliance Officer (CCO). Compliance contacts in the local entities have been appointed to support the CCO. These representatives exchange on compliance topics regularly and work closely together with the CCO and the Legal & Compliance department, respectively, in the event of violations. These measures allow possible breaches to be identified quickly. TAKKT has also set up a whistleblower system (Compliance HelpLine) with an external service provider allowing both employees and external third parties (e.g., former employees, suppliers, customers) to report suspected violations - also anonymously, if they prefer. TAKKT Group employees are trained on general compliance basics

and the defined compliance core risks on electronic learning platforms. In addition, interactive virtual training sessions as well as classroom training courses are held in Germany and abroad. During the reporting year, the core compliance risks were comprehensively reviewed with the assistance of an external compliance consultancy. They are reflected in the Group's risk management and can be viewed on the company's website ("About us" - "Compliance").

Risk management

Taking a responsible approach to business-related risks is a fundamental principle of good corporate governance. The Management Board and Senior Management of TAKKT make use of reporting and control systems throughout the Group to record, assess, aggregate and manage risks. The systems are continuously developed further, adapted to changes in underlying conditions and reviewed by the Group auditor. The Management Board regularly informs the Supervisory Board about significant risks and their development. Details on risk management as well as the accounting-related internal control system are described in the risk and opportunities report of the annual report.

Internal Audit

The Internal Audit department acts on behalf of and reports to the Management Board of TAKKT. As an independent and objective auditing and advisory body, its role is to support the Management Board in its management and control functions. The task of Internal Audit is to review the correctness, effectiveness and economic feasibility of the risk management and internal control systems of all significant business processes. By performing these audit activities, internal auditing creates transparency, identifies risks and where there is room for improvement, develops solution proposals and contributes to the success of TAKKT Group. The Management Board of TAKKT reports to the Supervisory Board of TAKKT represented by the Audit Committee, once a year on the audit system, audit plan and auditing activities and has the audit plan approved for the following year. Additionally, an exchange on possible anti topics for 2024 took place during the summer of the reporting year.

2.4 Management Board remuneration and securities transactions

Detailed information on the remuneration system and the remuneration of the Management Board, as well as information on securities held by members of the

Management Board of the companies, can be found in the remuneration report on the company's website. TAKKT immediately provides information on the company's website regarding reportable transactions involving the company's securities carried out by members of the Management Board. There were no such transactions in the year 2023 under review.

3. SUPERVISORY BOARD

3.1 Composition of the Supervisory Board

As set out in the articles of association, the Supervisory Board of TAKKT consists of six members. The composition of the Supervisory Board in the 2023 fiscal year is shown in the report of the Supervisory Board as part of the annual report. This information can also be found on the company's website. The date of initial appointment, the end of the term of appointment and additional mandates in other management boards, supervisory boards and comparable supervisory bodies are also specified there for each of the members.

TAKKT pursues diverse goals in the composition of the Supervisory Board. Along with the statutory provisions and requirements of the German Corporate Governance Code in its currently valid version, certain aspects should be specified regarding the diversity of the Supervisory Board and the objective of its composition. They involve the following individual aspects:

- › Seniority: To fulfill the provisions of the German Corporate Governance Code, an age limit has been set for membership in the Supervisory Board. Members of supervisory boards should not hold office beyond the end of the shareholders' meeting following their 70th birthday.
- › Gender identity: Also the Supervisory Board wants to make even greater use of the benefits of having a diverse composition. For the period leading up to the end of 2026, it has therefore set a target for the proportion of women on the Supervisory Board at 33.3 percent, as set out in the German Act on Equal Participation of Men and Women in Executive Positions in the Public and Private Sectors. This quota is met since the 2022 Shareholders' Meeting.
- › Educational or professional background: To fulfill its oversight and control functions in accordance with the provisions of the German Stock Corporation Act and

the German Corporate Governance Code in the best possible way, the Supervisory Board of TAKKT sets itself the goal of meeting certain overall key competencies and qualifications. The Supervisory Board has therefore worked out a competency profile that takes various aspects into account. This competency profile is to serve as a guideline in making appointments to fill vacancies in the Supervisory Board. This ensures that various educational and professional backgrounds are considered in the Supervisory Board and diversity is assured to the appropriate extent. In preparation for the election of two new Supervisory Board members at the 2024 Annual General Meeting, the competence profile was again validated, supplemented and updated by the company and the Supervisory Board in autumn 2023.

- › Independence and no overboarding: According to Recommendation C.6 of the German Corporate Governance Code, the Supervisory Board should include an appropriate number of independent members on the shareholder side. Independent here means cumulatively independent of the company and its Management Board as well as independent of the controlling shareholder. According to recommendation C.9 of the

German Corporate Governance Code, a supervisory board with six or fewer members must include at least one member who is independent of the controlling shareholder. Currently, the Supervisory Board includes as independent members Dr. Johannes Haupt, Alyssa Jade McDonald-Bärtl and Aliz Tepfenhart. As of May 2024, Dr. Johannes Haupt will have been a member of the Supervisory Board for more than 12 years, thus fulfilling an indicator according to recommendation C.7 of the GCGC. His continued independence will be substantiated in the Corporate Governance Declaration 2024, as recommended in C.8 of the GCGC. In addition, none of the current Supervisory Board members exceeds the maximum number of supervisory board mandates recommended by the German Corporate Governance Code at listed companies outside the Group or in comparable functions.

- › Qualification matrix: In accordance with recommendation C.1 of the German Corporate Governance Code, the Supervisory Board works continuously on its overall competence profile. The graphic on page 7 displays the current competence profile.

Supervisory Board: Overview of Qualifications

	Thomas Schmidt	Dr. Johannes Haupt	Dr. Florian Funck	Thomas Kniehl	Alyssa Jade McDonald-Bärtl	Aliz Tepfenhart
Affiliation						
Member since:	2019	2012	2011	1999	2022	2022
Elected until:	2027	2027	2027	2027	2027	2027
Diversity						
Gender	male	male	male	male	female	female
Year of birth	1971	1961	1971	1965	1979	1974
Nationality/ies	DEU	DEU	DEU	DEU	AUS, DEU	DEU, ROU
Expertise						
Corporate Management	✓	✓	✓	✓	✓	✓
Operational Management	✓	✓		✓	✓	✓
Mergers & Acquisitions	✓	✓	✓		✓	✓
Corporate Finance		✓	✓	✓	✓	✓
Accounting & Auditing		✓	✓	✓		
Sustainability / ESG	✓	✓	✓		✓	✓
Digitization						✓
E-Commerce						✓
Transformation	✓	✓	✓	✓	✓	✓
Personnel	✓	✓		✓	✓	✓
Corporate Governance		✓	✓	✓	✓	✓
Regionale Expertise						
Germany	✓	✓	✓	✓	✓	✓
Europe	✓	✓	✓	✓	✓	✓
North America	✓	✓			✓	
Asia-Pacific	✓	✓			✓	

3.2 How the Supervisory Board works

It is the Supervisory Board's task to advise and oversee the Management Board in its management of the company on a regular basis. It carries out this duty with dedication and thus contributes substantially to the company's success. It supports the Management Board in fulfilling its responsibilities comprehensively and in good time and takes part in the most important decisions by passing the necessary resolutions. The Supervisory Board represented by the Audit Committee also appoints the auditors in accordance with the resolution passed at the Shareholders' Meeting.

The tasks of, and collaboration within, the Supervisory Board are governed by the Board's rules of procedure, which are published on the company's website.

In accordance with the recommendation of the German Corporate Governance Code, the Supervisory Board regularly assesses how effectively the Supervisory Board as a whole and its committees perform their duties. This self-assessment is carried out on a regular basis every two years. The self-assessment for the year 2023 was carried out in autumn on the basis of a questionnaire and interviews. The Supervisory Board discussed the results in detail at the December meeting. Various measures for the continuous improvement of the Supervisory Board's work were documented and are being implemented.

3.3 Activities of the Supervisory Board in the year under review

The report of the Supervisory Board contained in the 2023 annual report provides information on the activities of the Supervisory Board in the past fiscal year.

The members of the Supervisory Board disclose any potential conflicts of interest. No conflicts of interest were reported in the 2023 year under review.

TAKKT attaches great importance to the independence of the auditor, as independence fosters confidence in the published financial statements among TAKKT's investors and business partners.

For the Supervisory Board to be able to fulfill its monitoring function with regard to the auditor's independence, the Supervisory Board approves non-audit services of the auditor that are permitted by law either by means of a general framework

approval for such services or by means of approvals on a case-by-case basis.

In addition, the Supervisory Board is informed annually about the services provided by the auditor in the previous year. Besides a break-down of all services into various service categories rendered by the auditor, individual engagements and the ratio of fees for non-audit services versus audit fees are reported.

3.4 Committees and the ways in which they work

The work of the Supervisory Board of TAKKT AG is currently supported by two committees. In addition to the Personnel Committee, the Audit Committee, established at the beginning of 2022, ensures that audit-related challenges and monitoring duties are addressed even more intensively.

Personnel Committee

The Personnel Committee of the Supervisory Board has the following three members: Thomas Schmidt (Chairman), Dr. Johannes Haupt (Deputy Chairman) and Aliz Tepfenhart. The committee is tasked – among other things – with preparing topics relating to the employment relationships of members of the Management Board. Information on the primary activities of the Personnel Committee can be found in the report of the Supervisory Board of the 2023 annual report.

Audit Committee

The Audit Committee comprises three members taking into account the requirements set out in section 100 para. 5 of the German Stock Corporation Act (AktG) as amended by the German Financial Market Integrity Strengthening Act. The Chairman of the Audit Committee is Dr. Johannes Haupt, the Deputy Chairman is Dr. Florian Funck and the further member is Thomas Kniehl. The Audit Committee monitors the accounting process as well as the effectiveness of the internal control system, the risk management system, and the internal audit system. Furthermore, the audit committee deals with matters relating to the audit, in particular the selection and independence of the auditors, the quality of the audit and any additional services provided by the auditor.

3.5 Supervisory Board remuneration and securities transactions

Detailed information on the remuneration paid to the Supervisory Board, as well as information on securities held by members of the Supervisory Board of the companies, can be found in the remuneration report on the company's website. TAKKT immediately provides information on the company's website regarding reportable transactions involving the company's securities carried out by members of the Supervisory Board. There were no such transactions in 2023.

4. CORPORATE REPORTING AND AUDIT

4.1 Elements of corporate reporting

Each year, TAKKT publishes an annual report that includes the consolidated financial statements, prepared in accordance with International Financial Reporting Standards (IFRS), and the Group management report. TAKKT also prepares financial statements for TAKKT AG annually in accordance with the German Commercial Code (HGB). During the year, TAKKT publishes a half-year financial report in accordance with section 115 of the German Securities Trading Act (WpHG), which includes an interim financial report and condensed financial statements. In addition, the company publishes a quarterly statement after the first and third quarters in accordance with the Exchange regulations of the Frankfurt Stock Exchange.

In the financial calendar on the company's website, TAKKT provides information on the publication dates of these reports as well as announcements and other important dates.

TAKKT also prepares an annual Sustainability Report based on the international standards of the Global Reporting Initiative (GRI), including the non-financial report. This is published both together with the annual report, and as a separate document on the TAKKT website.

Franz Haniel & Cie. GmbH, Duisburg, is the majority shareholder of TAKKT. The Management Board has therefore provided the Supervisory Board with a report on relations with affiliated companies as stipulated in section 312 of the German Stock Corporation Act. The dependency report comes to the following conclusion:

"In summary, we can state that TAKKT AG has received adequate payment for every transaction according to the circumstances known at the time when the transactions were undertaken."

All information on the company's situation that is relevant for the capital market and the public is published on the company's website. In addition to financial reports and quarterly announcements, this also applies to press releases, ad hoc announcements, notifications of voting rights, and notifications of directors' dealings. Conference calls with analysts and investors are held shortly after the publication of business figures.

4.2 Audit

Information on the selection of the auditor and their details (including aspects of independence) as well as on the audit engagement itself is provided in the report of the Supervisory Board in the 2023 annual report.

5. SHAREHOLDERS/SHAREHOLDERS' MEETING

5.1 Information on shareholdings and their movements, disclosures required under takeover law

According to section 289a para. 1 and section 315a para. 1 no. 1-9 of the German Commercial Code (HGB), the following details must be disclosed regarding TAKKT and the TAKKT Group:

TAKKT's share capital totaling EUR 65,610,331 corresponds to 65,610,331 no-par-value bearer shares. These are not subject to any restrictions regarding voting rights or the transfer of shares.

As of December 31, 2023, TAKKT AG is a subsidiary of Franz Haniel & Cie. GmbH, Duisburg, Germany, which holds 65.0 percent of the shares. There are no other shareholders holding more than ten percent of voting rights.

Sections 84 and 85 of the German Stock Corporation Act (AktG) and section 5 of the company's Articles of Association apply for appointing and removing members of the Management Board, and sections 179 and 133 of the German Stock Corporation Act apply for changing the Articles of Association.

In accordance with the resolution passed at the Shareholders' Meeting of May 18, 2022, the Management Board of TAKKT is authorized to increase the share capital subject to the approval of the Supervisory Board, once or several times, by an amount of up to EUR 32,805,165 by issuing new no-par-value bearer shares by May 17, 2027, taking shareholders' subscription rights into account.

In addition, the Management Board is authorized, according to the resolution of the Shareholders' Meeting on May 18, 2022, subject to section 71 para. 11 no. 8 of the German Stock Corporation Act (AktG), to acquire treasury shares up to an amount of ten percent of share capital. A reverse subscription right or a right to tender in the case of purchasing, as well as a subscription right for shareholders in the case of selling, are excluded. The company can exercise this authorization in total or in partial amounts, once or several times, in the pursuit of one or more objectives by May 17, 2026.

On October 4, 2022, the Management Board of TAKKT AG resolved a share buy-back program for up to three percent of the current share capital with a volume of up to EUR 25 million. The buy-back program started on October 6, 2022, and will end on December 31, 2024, at the latest. Further information on the share buy-back can be found on the company's website.

At the end of the reporting period, an amount of EUR 32.5 million in liabilities from various financial institutions are subject to a change of control clause as per sections 289a para. 1 no. 8 and 315a para. 1 no. 8 of the German Commercial Code (HGB).

Additional disclosures according to section 315a para. 1 no. 2 of the German Commercial Code (limitation of voting rights), no. 4 (shares with special rights), no. 5 (voting rights control for employee participation) and no. 9 (compensation agreement with the Management Board or employees in case of a takeover offer) are not relevant for TAKKT or the TAKKT Group.

5.2 Shareholders' rights at the Shareholders' Meeting

The shareholders have the possibility to exercise their statutory rights at the annual Shareholders' Meeting of TAKKT. They regularly decide on the distribution of unappropriated profit, the discharge of the Management Board and Supervisory Board and the selection of an

auditor, among other things. The shareholders can vote either personally or by proxy on the relevant items on the agenda. They may also cast votes by postal mail. The procedure for registration and proof of eligibility used at the Shareholders' Meeting of TAKKT is in accordance with the stipulations of the German Stock Corporation Act and with international standards. Each shareholder who would like to attend the TAKKT Shareholders' Meeting and exercise their right to vote is required to register and prove that they are eligible to participate and vote at the meeting. Details of the conditions for registration and participation are announced in the convocation to every Shareholders' Meeting. In addition, both the agenda and all documents relating to this and other information on the Shareholders' Meeting are available to shareholders on the company website.

In the case of bearer shares of listed companies, pursuant to section 123 para. 4 sentence 1 German Stock Corporation Act (AktG), the proof of the last intermediary in accordance with section 67c para. 3 German Stock Corporation Act (AktG) suffices for attending a Shareholders' Meeting or exercising of voting rights. Pursuant to section 12(2) sentence 1 of the company's Articles of Association and in accordance with the provisions of the currently applicable version of section 123 para. 4 sentence 1 German Stock Corporation Act (AktG), proof of share ownership from the custodian bank in written form is sufficient to attend the Shareholders' Meeting and to exercise voting rights.

In May 2024, TAKKT will submit the remuneration report for 2023 to the Shareholders' Meeting for approval in accordance with the Act Implementing the Second Shareholders' Rights Directive (ARUG II).

5.3 Affiliated persons

Detailed information on relationships and relevant transactions with affiliated persons, as well as the disclosure of transactions with affiliated persons requiring approval, can be found in the notes to the consolidated financial statements.