

SUPERVISORY BOARD REPORT



Thomas Schmidt

Chairman of the Supervisory Board

LADIES AND GENTLEMEN,

in the past fiscal year, which was also shaped by the effects of the pandemic, we as the Supervisory Board supported and advised the Management Board as accustomed. Compared to the crisis year of 2020, there was a substantial increase in customer demand. However, deliveries to customers were affected by limited product availability in some cases due to global supply chain delays. Despite these circumstances, TAKKT was able to increase its sales and earnings significantly in 2021.

With respect to the long-term development of our Group, the consultations between the Management and Supervisory Boards focused on reviewing the strategic direction and organizational structure of the company. As the Supervisory Board, we support the transformation of TAKKT into a more integrated, growth-oriented group, which will provide the basis for the future success of TAKKT AG.

CHANGES IN THE MANAGEMENT BOARD AND SUPERVISORY BOARD

The composition of the Management Board has changed over the course of the past fiscal year. As announced in 2020, longtime CEO Felix Zimmermann left TAKKT AG following the Shareholders' Meeting in May 2021. The Supervisory Board thanks Felix Zimmermann for the many years of successful work. Zimmermann was appointed to the TAKKT Management Board in 1999 and headed the company since 2009. With his value-oriented, responsible and pragmatic leadership, he not only guided TAKKT very successfully through the financial and Corona crisis, but also drove the company's steady development from a B2B catalog mail order company to an e-commerce provider.

Maria Zesch has been leading TAKKT Group as new CEO since August 1, 2021. We are very pleased that we have been able to secure such an experienced leader and proven marketing, sales and service expert for our company. Her comprehensive digital and B2B know-how as well as her merger and transformation expertise and more than 20 years of management experience in international companies make her the right person for the successful future of our business.

Tobias Flaitz, member of the TAKKT AG Management Board responsible for the Web-focused Commerce segment and digital transformation, left the company at the end of 2021 to pursue new professional challenges. The Supervisory

Board would like to thank Tobias Flaitz for his work at TAKKT AG. In 2021, a change was also made in the distribution of roles on the Supervisory Board as planned. Thomas Schmidt, CEO of TAKKT's majority shareholder Haniel, was elected as the new chairman by the Supervisory Board in May. Florian Funck will remain a member of the Supervisory Board.

WORK OF THE SUPERVISORY BOARD

The Supervisory Board supported and monitored the Management Board in an advisory capacity in the past fiscal year and was in dialogue with the Management Board, particularly with regard to strategic issues. It met on six occasions in the 2021 fiscal year. This consisted of four regular meetings and two extraordinary meetings. The individualized disclosure of participation in the meetings of the Supervisory Board and the personnel committee can be found at the end of this report.

The main topics of the Supervisory Board meetings in the year under review were the current business performance and the future strategic direction of TAKKT Group. In addition, the Supervisory Board discussed the establishment of an audit committee, the Management Board remuneration system and setting targets for the share of women on the Management and Supervisory Boards. Other topics covered at the meetings were business performance planning, the risk situation including the quantification of significant risks, the risk management system, the internal control system, compliance and the activities in the area of internal audit.

At its meeting in December, the Supervisory Board established an audit committee effective January 1, 2022. The Supervisory Board assigned the audit committee the task of monitoring the accounting process, 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 additional services provided by the auditor.

The personnel committee met four times in the year under review. Items discussed included the appointment of Maria Zesch as CEO of TAKKT AG and the departure of Tobias Flaitz from the Management Board. In addition, the committee dealt with the remuneration system and the areas of responsibility of the Management Board.

CONSTRUCTIVE COOPERATION IN A SPIRIT OF PARTNERSHIP

The start of the new CEO led to even closer collaboration between the Supervisory Board and the Management Board. In particular, Maria Zesch and Thomas Schmidt discussed important topics in depth on a regular basis both in writing and verbally. In the meetings between the Supervisory Board and Management Board engaging and constructive discussions took place. The Supervisory Board was involved in all decisions of fundamental importance to the company in a timely manner and passed formal resolutions where necessary. In the 2021 fiscal year, the Supervisory Board also conducted a differentiated internal efficiency review aimed at continuous improvement.

ORIENTED TOWARDS THE CORPORATE GOVERNANCE CODE

The Supervisory Board places importance on conducting its control tasks continuously and with great intensity. This self-commitment will also define its work in the future since it makes a significant contribution to responsible corporate governance at TAKKT. In this connection, the Management and Supervisory Boards again signed, effective December 31, 2021, the declaration of conformity to the recommendations made by the German Corporate Governance Code (DCGK) Government Commission in the version dated December 16, 2019. Additional information regarding corporate governance and the declaration of compliance can be found in the Declaration on Corporate Governance, which has been published on the company's website.

CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENTS OF TAKKT AG APPROVED

Following the proposal of the Supervisory Board, the Shareholders' Meeting appointed Ebner Stolz GmbH & Co. KG, Stuttgart, as the auditors for the 2021 fiscal year. The auditors issued a declaration of independence to the

Supervisory Board. The Supervisory Board reviewed the independence of the auditor as per section 107(3) sentence 2 of the German Stock Corporation Act (AktG).

The audit focus topics for the 2021 fiscal year specified by the Supervisory Board were the recognition and valuation of pension provisions as well as the disclosures on financial risk management in the notes to the consolidated financial statements. With regard to the consolidated financial statements, the auditors also focused on the goodwill impairment tests, reportings from auditors of foreign subsidiaries, the consolidation measures, the notes to the consolidated financial statements and the combined management report of TAKKT AG and the Group. The auditors in charge from Ebner Stolz GmbH & Co. KG reviewed the financial statements of TAKKT AG in addition to the consolidated financial statements of the Group and the combined management report and issued an unqualified audit certificate. The TAKKT Group's system for early risk detection was also audited and its suitability confirmed.

The auditors in charge attended the audit committee's annual accounts meeting on March 23, 2022. They informed the members of the audit committee about the key findings of the audit and answered more detailed questions. The audit committee discussed the auditors' findings at length and approved them. At the meeting on March 25, 2022, the audit committee reported to the Supervisory Board on the results of the annual accounts meeting. At this meeting, the Supervisory Board reviewed and approved the consolidated financial statements, the financial statements of TAKKT AG, as well as the management report of TAKKT AG and the TAKKT Group, including the non-financial statement. The financial statements of TAKKT AG were thus adopted and the consolidated financial statements approved.

SUPERVISORY BOARD APPROVES DEPENDENCY REPORT

Franz Haniel & Cie. GmbH, Duisburg, also held the majority of TAKKT shares in the 2021 fiscal year. In accordance with section 312 of the German Stock Corporation Act (AktG), the Management Board therefore prepared a report on relations with affiliated companies for the past fiscal year. Ebner Stolz GmbH & Co. KG prepared an auditors' report as required under section 313 of the German Stock Corporation Act (AktG). No reservations were expressed as a result of the audit. The auditor issued the following unqualified opinion: "Having conducted a proper audit and appraisal, we confirm that, first, the actual disclosures set out in the report are correct, second, payments made by the company for transactions covered in the report were not unduly high and, third, no circumstances covered in the report indicate a substantially different assessment than that given by the Management Board." The Supervisory Board reviewed the report on the relations of the company to affiliated companies and the corresponding auditors' report and approved them according to section 314 of the German Stock Corporation Act (AktG). The Board had no objections to the dependency report and the closing statement made by the Management Board therein, which can be found in the "Corporate Governance" section of this annual report.

We would like to thank the TAKKT AG shareholders for the trust they placed in us again in 2021. We also want to thank all employees of TAKKT Group for their ongoing high level of commitment in the transformation of our Group and their successful work during the past fiscal year. Thanks also go to the Management Board for their trusting and constructive cooperation founded on partnership.

Stuttgart, March 2022



Thomas Schmidt
(Chairman of the Supervisory Board of TAKKT AG)

MEMBERS OF THE SUPERVISORY BOARD

Thomas Schmidt

Chairman

Chairman of the Management Board
of Franz Haniel & Cie. GmbH,
Duisburg

Dr. Johannes Haupt

Deputy Chairman

Chairman of the Management Board
of Blanc & Fischer Familienholding GmbH
(until December 31, 2021), Oberderdingen

Dr. Florian Funck

Member of the Management Board
of Franz Haniel & Cie. GmbH,
Duisburg

Thomas Kniehl

Employee for customer support
of KAISER+KRAFT GmbH,
Stuttgart

Dr. Dorothee Ritz

Managing Director of E.ON Energie Deutschland GmbH,
Munich

Christian Wendler

Chairman of the Executive Board of Lenze SE,
Aerzen

MEMBERS OF THE PERSONNEL COMMITTEE

Thomas Schmidt

Chairman

Dr. Johannes Haupt

Deputy Chairman

Christian Wendler

MEMBERS OF THE AUDIT COMMITTEE

Dr. Johannes Haupt

Chairman

Dr. Florian Funck

Deputy Chairman

Thomas Kniehl

Board members' participation in Supervisory Board meetings in the fiscal year 2021

	Board meetings	Attendance	Personnel committee	Attendance
Thomas Schmidt	6/6	100 %	2/2	100 %
Johannes Haupt	6/6	100 %	4/4	100 %
Florian Funck	6/6	100 %	2/2	100 %
Thomas Kniehl	6/6	100 %	-	-
Dorothee Ritz	6/6	100 %	-	-
Christian Wendler	6/6	100 %	4/4	100 %