



## **Declaration on corporate governance**

**in accordance with Section 289f HGB and Section 315d HGB  
with integrated Corporate Governance Report 2024**

# Contents

## Corporate governance declaration of the TAKKT Group

- 03 › 1. Fundamentals of corporate governance
  - 03 › 1.1 General information on the company and its executive bodies
  - 03 › 1.2 Group structure
  - 03 › 1.3 Declaration on the GCGC
- 03 › 2. Executive Board
  - 03 › 2.1 Composition of the Executive Board
  - 05 › 2.2 Working methods of the Executive Board
  - 05 › 2.3 Instruments of corporate governance
  - 06 › 2.4 Remuneration of the Executive Board and securities transactions
- 06 › 3. Supervisory board
  - 06 › 3.1 Composition of the Supervisory Board
  - 08 › 3.2 Working methods of the Supervisory Board
  - 08 › 3.3 Activities of the Supervisory Board in the reporting year
  - 09 › 3.4 Committees and their working methods
  - 09 › 3.5 Supervisory Board remuneration and securities transactions
- 09 › 4. Corporate reporting and auditing
  - 09 › 4.1 Elements of corporate reporting
  - 10 › 4.2 Final examination
- 10 › 5. Shareholders/Annual General Meeting
  - 10 › 5.1 Information on shareholdings and their movements, takeover-related information
  - 10 › 5.2 Shareholders' rights at the Annual General Meeting
  - 11 › 5.3 Related parties

# Corporate governance declaration of the TAKKT Group

The structure and content of the following corporate governance statement is based on the guidelines published by the Schmalenbach-Gesellschaft in 2020 (“proposed structure”). The aim of these guidelines is to provide self-contained corporate governance reporting that provides information on all key corporate governance topics.

## 1. PRINCIPLES OF CORPORATE GOVERNANCE

### 1.1 General information on the company and its executive bodies

TAKKT AG (“TAKKT”) has its registered office in Stuttgart and is entered in the Stuttgart commercial register under HRB 19962. Its subsidiaries in Germany and abroad trade in-store and warehouse- equipment.

The management of TAKKT follows a dual structure with the Management Board as the management body and the Supervisory Board as the supervisory body. The Management Board and Supervisory Board work closely together and coordinate the strategic direction of the company. The Management Board is independently responsible for managing the company. The task of the Supervisory Board is to regularly advise and monitor the Management Board in its management of the company.

TAKKT’s current articles of association are available on the company’s website at <https://www.takkt.de/en/investors/corporate-governance/articles-of-association-auditor-and-rules-of-procedure>.

### 1.2 Group structure

TAKKT AG is listed on the stock exchange and is a subsidiary of Franz Haniel & Cie. GmbH, Duisburg, which held 65.0 percent of the shares on December 31, 2024. On the same date, TAKKT AG held 2.5 percent of its own shares. The remaining shares are in free float.

TAKKT generally holds full ownership of its subsidiaries. The German subsidiaries are generally linked to TAKKT via profit and loss transfer agreements.

### 1.3 Declaration on the GCGC

**The term corporate governance stands for corporate management geared towards responsibility and long-term value creation. Good corporate governance increases the value of the company in the long term.**

**Values such as responsibility, reliability and trust are therefore very important at TAKKT. The Group views transparency in dialog with its stakeholders as the basis for its corporate success.**

TAKKT is expressly committed to the objectives and requirements of the German Corporate Governance Code (GCGC). This highlights TAKKT’s strong commitment to responsible corporate governance. For this reason, the Management Board and Supervisory Board renewed their declaration in December 2024 that they follow the recommendations of the GCGC in their current form in the key points.

### Declaration of compliance in accordance with Section 161 AktG as of 31.12.2024

The Management Board and Supervisory Board of TAKKT AG declare that since the last declaration of conformity was issued in December 2023, the recommendations of the “Government Commission on the German Corporate Governance Code” in the version dated April 28, 2022 (“Code”) published by the Federal Ministry of Justice in the official section of the Federal Gazette have been complied with and will continue to be complied with in the future. The following exception applies:

In D.4, the Code recommends that the Supervisory Board establish a Nomination Committee. No nomination committee has been formed at TAKKT AG. As the Supervisory Board of TAKKT AG is comparatively small with six members, the Supervisory Board and Management Board also see no need to establish a nomination committee for the board.

The current version of the declaration of compliance can be viewed at any time at <https://www.takkt.de/en/investors/corporate-governance/declaration-of-compliance>.

## 2. EXECUTIVE BOARD

### 2.1 Composition of the Executive Board

The following members belonged to the Management Board in the 2024 financial year:

- › Maria Zesch (born 1973) was CEO of TAKKT until August 2024 and responsible for Strategy & Transformation, M&A, Operations, Technology & Data, HR, Legal & Compliance, Sustainability and Communication.

- › Andreas Weishaar (born 1974) was interim CEO of TAKKT from August to November and has been CEO of TAKKT since December 2024. He is responsible for Strategy, Operations, IT & Digital, HR & Communications and Legal & Compliance.
- › Lars Bolscho (born 1978) has been Chief Financial Officer since January 2023 and is responsible for Controlling, Accounting, M&A, Internal Audit, Treasury and Investor Relations across the Group. He also took over the Sustainability department from Andreas Weishaar in September 2024.

#### **Targets for the proportion of women on the Management Board and in management positions**

TAKKT is convinced of the advantages of diverse teams at all hierarchical levels. At TAKKT, diversity refers to cultures, internationality, ethnic and social backgrounds, age structure, sexual orientation and gender, among other things. At TAKKT AG, the goal for the top two management levels below the Management Board (generally Executive Vice President level and Vice President level) is to fill at least thirty percent of positions with female managers by December 31, 2026. This target has been met with a share of 33%. The target for the proportion of women on the Management Board of TAKKT AG was 50.0 percent in accordance with the Supervisory Board's resolution from 2021 and was met until the departure of former CEO Maria Zesch on July 31, 2024. In light of the appointment of Andreas Weishaar and the fact that the Management Board currently only has a two-tier structure, the Supervisory Board adjusted the target figure to zero percent in the reporting year. In the search for a suitable successor to Mrs. Zesch, the Supervisory Board came to the conclusion that the requirements for the position of CEO of the company could not be met in the current market environment if the position had to be filled by a woman or a man. The same applies to the position of Chief Financial Officer. The current resolution of the Supervisory Board is valid until December 31, 2025.

#### **Diversity concept for the Management Board of TAKKT**

The composition of the Management Board of TAKKT should ensure the comprehensive fulfillment of the duties incumbent on the Management Board of a listed stock corporation. The Supervisory Board comprehensively reviewed and supplemented the existing diversity concept in the second half of the past financial year. The following individual aspects are included:

- › Seniority: In order to be able to effectively fulfill their responsibilities as a member of the Management Board, each member of the Management Board should have sufficient professional experience. Employment contracts with members of the Management Board must be structured 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: As explained above, TAKKT is convinced of the advantages of diverse management teams. However, in light of the appointment of Andreas Weishaar, the target figure had to be adjusted to the actual circumstances at short notice, i.e. initially with validity until December 31, 2025, and set at zero, as explained above.
- › Educational or professional background: When filling any vacancies on the Management Board of TAKKT, care is always taken to ensure that new candidates have all the knowledge and skills required to perform the Management Board mandate. Specific requirements that go beyond the German Stock Corporation Act should not be statically defined in this regard. In this way, the company retains the necessary flexibility to adapt the requirements profile when filling vacant positions in view of the sometimes rapid and lasting changes, such as those caused by the coronavirus pandemic and advancing digitalization.
- › Internationality: TAKKT is an internationally active group of companies. When filling vacancies on the Management Board, care must be taken to ensure a balanced internationality. This can be achieved by appointing candidates from other countries to the Management Board. Alternatively, it should be ensured that at least one member of the Management Board has significant professional experience gained abroad, ideally in geographies relevant to TAKKT.

#### **Succession planning**

Succession planning for the members of the Management Board is an important joint task for the Supervisory Board and the Management Board. The aim is to reduce risks and ensure that the right skills are available on the Board in the medium and long term. Succession planning is a central component of the TAKKT talent management approach. A structured process is used to identify and specifically develop successors for key functions at all levels of the organization. The focus for the organization and for each individual Management Board member is

on developing internal successors. Succession planning is reviewed at least annually with the Chairman of the Supervisory Board in order to take account of any new requirements.

## 2.2 Working methods of the Executive Board

The Management Board manages the company, develops strategies, implements these in the operating business and ensures effective risk management. The Management Board coordinates decisions of fundamental importance and scope with the Supervisory Board. It also informs the Supervisory Board regularly, promptly and comprehensively about significant changes in the company, its environment or with regard to strategy and business development. The Management Board ensures compliance with legal provisions and internal company guidelines and works towards their observance by the Group companies (compliance). Certain significant transactions and measures – as defined in the Management Board’s rules of procedure – require prior approval from the Supervisory Board.

## 2.3 Instruments of corporate management

### Rules of procedure

TAKKT uses rules of procedure for the management of its subsidiaries. These contain references to applicable guidelines and documentation and also document the company’s understanding of management and values. In addition, the Management Board of TAKKT is bound by the rules of procedure for the Management Board, which are a key regulatory instrument of the Supervisory Board. These rules of procedure were updated in the reporting year.

### Policies and guidelines

Further new internal TAKKT Group policies and TAKKT Group regulations were drafted, adopted and rolled out in the reporting year.

### Corporate governance practices on environmental, employee and social issues

At TAKKT, profitable growth and sustainability go hand in hand. The company-wide sustainability organization SCORE “Sustainable Corporate Responsibility” was established in 2011 to coordinate measures for sustainable corporate management across all units and implement them in day-to-day business. SCORE was recently revised in 2021 in order to anchor it more firmly in the functions and divisions.

Overall responsibility for the key sustainability issues lies with the Management Board of TAKKT. The respective management is responsible for the specific sustainability goals, projects and results of the divisions and their companies. At the operational level, the SCORE managers of the divisions coordinate the implementation of the specific sustainability projects with the respective functional areas, evaluate their progress and are responsible for the corresponding data collection, validation and transmission. 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. When translating the Group-wide goals into division-specific projects, the department supports the respective management, coordinates the exchange of knowledge and is responsible for consolidating the Group-wide sustainability indicators.

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

### Internal control system

The internal control system at TAKKT includes both accounting-related and performance-related aspects. The TAKKT Management Board and TAKKT Supervisory Board are obligated to establish, control and monitor the internal control system. At TAKKT, the internal control system is documented in a systematic and comprehensible structure and regularly reviewed for its effectiveness. The results of these audits are documented and measures to eliminate identified control weaknesses are implemented in a comprehensible manner.

### Compliance management system

TAKKT attaches the highest priority to compliance with all legal and contractual obligations as part of sound corporate management. The Management Board also ensures that internal company guidelines are followed. TAKKT has a compliance management system (“CMS”) based on the IDW PS 980 audit standard, which is reviewed and continuously improved by the specialist

departments and the Group's Chief Compliance Officer (CCO). To support the CCO, compliance contacts have been appointed in the local units who regularly exchange information on compliance issues and work closely with the CCO and the Legal & Compliance department in the event of any compliance violations. Thanks to these measures, any violations can be identified quickly. In addition, TAKKT has set up a whistleblower system (Compliance HelpLine) with an external service provider, which employees and external third parties (e.g. former employees, suppliers, customers) can use to report suspected violations, also anonymously. Employees across the TAKKT Group receive training on general compliance principles and key risk areas through e-learning platforms. In addition, interactive virtual training sessions and face-to-face training sessions are held in Germany and abroad. The core compliance risks were re-evaluated and adjusted internally in the reporting year. They are reflected in Group risk management and can be found on the company's website ("About us" - "Compliance").

#### Risk management

The responsible handling of business risks is one of the principles of good corporate governance. The Management Board and management of TAKKT use Group-wide reporting and control systems to record, assess, aggregate and manage risks. The systems are continuously developed and adapted to new conditions and reviewed by the Group auditor. The Management Board regularly informs the Supervisory Board about the main risks and their development. Details on risk management and the accounting-related internal control system are presented in the risk and opportunity report in the annual report.

#### Internal Audit

The Internal Audit department works on behalf of the Management Board of TAKKT and is responsible to it. As an independent and objective auditing and advisory body, it supports the Management Board in its management and control tasks. The task of Internal Audit is to audit the correctness, effectiveness and efficiency of the risk management and internal control system for all key business processes. Through its auditing activities, Internal Audit creates transparency, identifies risks and potential for improvement, develops proposals for solutions and thus contributes to the success of the TAKKT Group. The TAKKT Management Board reports to

the TAKKT Supervisory Board, represented by the Audit Committee, once a year on the audit system, the audit plan and the audit activities and has the audit plan for the following year approved.

#### 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 can be found in the remuneration report on the company's website. TAKKT provides immediate information on reportable transactions by Management Board members with securities of the company on the company's website at [www.takkt.de/investoren/aktie/directorsdealings](http://www.takkt.de/investoren/aktie/directorsdealings). In the 2024 reporting year, the Chairman of the Management Board Andreas Weishaar reported the acquisition of 41,132 TAKKT shares.

### 3. SUPERVISORY BOARD

#### 3.1 Composition of the Supervisory Board

In accordance with the Articles of Association, the Supervisory Board of TAKKT consists of six members. The composition of the Supervisory Board in the 2024 financial year is presented in the report of the Supervisory Board in 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 management, supervisory boards and comparable control bodies are also listed there for the individual members.

TAKKT pursues a variety of objectives regarding the composition of the Supervisory Board. In addition to the statutory provisions and the requirements of the GCGC in its current version, certain aspects relating to the diversity of the Supervisory Board and the objectives of its composition are also to be defined. This concerns the following individual aspects:

- › Seniority: In accordance with the requirements of the GCGC, an age limit has been set for membership of the Supervisory Board. Supervisory Board members should not hold office for longer than the end of the Annual General Meeting following their 70th birthday.

- › Gender: The Supervisory Board also wants to make even greater use of the advantages of a diverse composition of the board in future. For the period up to the end of 2026, it has therefore set the target for the proportion of women on the Supervisory Board at 33.3%, as stipulated in the law for the equal participation of women and men in management positions. This quota has been met since the 2022 Annual General Meeting.
- › Educational or professional background: In order to best fulfill its supervisory and control function in accordance with the requirements of the German Stock Corporation Act and the GCGC, the Supervisory Board of TAKKT aims to fulfill certain key competencies and qualifications in its entirety. The Supervisory Board has therefore drawn up a skills profile that takes various aspects into account. This skills profile should be the guiding principle when filling vacancies on the Supervisory Board. This ensures that different educational and professional backgrounds are taken into account on the Supervisory Board and that diversity is guaranteed to an appropriate extent. The skills profile was again validated, supplemented and updated in the reporting year.
- › Internationality: As at Management Board level, internationality should be ensured in the composition of the Supervisory Board. On the one hand, this may involve nominating Supervisory Board members of other nationalities for election. On the other hand, the criterion can also be met by electing Supervisory Board members who bring relevant professional experience gained abroad to the Board.
- › Independence and no overboarding: According to recommendation C.6 of the GCGC, the Supervisory Board should have an appropriate number of independent members on the shareholder side. Independent here means cumulatively independent of the company and its Management Board and independent of the controlling shareholder. According to recommendation C.9 of the GCGC, a Supervisory Board with six or fewer members must include at least one member who is independent of the controlling shareholder. The current independent members of the Supervisory Board are Dr. Johannes Haupt, Alyssa Jade McDonald-Bärtl, Aliz Tepfenhart and Stefan Räbsamen. Dr. Johannes Haupt was elected to the Supervisory Board in May 2012. Since May 2024, he has therefore fulfilled an indicator in

**Supervisory Board: Overview of Qualifications**

	Hubertus Mühlhäuser	Dr. Johannes Haupt	Stefan Räbsamen	Thomas Kniehl	Alyssa Jade McDonald-Bärtl	Aliz Tepfenhart
<b>Affiliation</b>						
Member since:	2024	2012	2024	1999	2022	2022
Elected until:	2027	2027	2027	2027	2027	2027
<b>Diversity</b>						
Gender	male	male	male	male	female	female
Year of birth	1969	1961	1965	1965	1979	1974
Nationality/ies	DEU	DEU	CH	DEU	AUS, DEU	DEU, ROU
<b>Expertise</b>						
Corporate management	✓	✓	✓	✓	✓	✓
Operational management	✓	✓		✓	✓	✓
Mergers & Acquisitions	✓	✓	✓		✓	✓
Corporate Finance		✓	✓	✓	✓	✓
Accounting & auditing		✓	✓	✓		
Sustainability / ESG	✓	✓	✓		✓	✓
Digitization						✓
E-Commerce						✓
Transformation	✓	✓	✓	✓	✓	✓
Personnel	✓	✓		✓	✓	✓
Corporate Governance		✓	✓	✓	✓	✓
<b>Regional expertise</b>						
Germany	✓	✓	✓	✓	✓	✓
Europe	✓	✓	✓	✓	✓	✓
North America	✓	✓			✓	
Asia-Pacific	✓	✓			✓	

accordance with recommendation C.7 of the GCGC, according to which a Supervisory Board member can no longer be considered independent after 12 years. As recommended in C.8 of the GCGC, his continued independence is therefore justified. First, it should be noted that although Dr. Haupt has worked for TAKKT for many years, there have been many changes to the Management Board during this time. In its current composition, the Management Board has only been working with Dr. Haupt since August 2024, which makes it unlikely that Dr. Haupt and the Management Board are particularly close. It is also known that Dr. Haupt holds other attractive supervisory mandates in addition to his TAKKT mandate. In this respect, he does not appear to be reputationally or financially dependent on TAKKT. The issue was discussed openly and in detail by the Supervisory Board. The Supervisory Board unanimously concluded that Dr. Haupt continues to be regarded as independent. In addition, none of the current Supervisory Board members exceeds the maximum number of Supervisory Board mandates at non-Group listed companies or in comparable functions recommended in the GCGC.

- › Qualification matrix: In accordance with recommendation C.1 of the GCGC, the Supervisory Board continuously works on its overall skills profile. The diagram on page 7 shows the current skills profile.

### 3.2 Working methods of the Supervisory Board

The task of the Supervisory Board is to regularly advise and monitor the Management Board in its management of the company. It performs this duty with commitment and thus makes a significant contribution to the company's success. It supports the Management Board in fulfilling its duties in full and in a timely manner and is involved in key decisions by passing the necessary resolutions. In addition, the Supervisory Board, represented by the Audit Committee, commissions the auditor in accordance with the resolution of the Annual General Meeting.

The duties and cooperation of the Supervisory Board are governed by its rules of procedure, which are published on the company's website.

In accordance with the recommendation of the GCGC, the Supervisory Board regularly carries out an assessment of how effectively the Supervisory Board

as a whole and its committees fulfill their duties. This self-assessment is carried out on a regular basis every two years. The 2023 self-assessment was conducted in the fall based on a detailed 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 implemented in the reporting year. The next self-assessment will take place in the course of 2025.

### 3.3 Activities of the Supervisory Board in the reporting year

The report of the Supervisory Board contained in the 2024 Annual Report provides information on the activities of the Board in the past financial year.

The members of the Supervisory Board disclose potential conflicts of interest. No conflicts of interest were reported in the 2024 reporting year.

TAKKT attaches great importance to the independence of the auditor. This promotes the confidence of TAKKT's investors and business partners in the published financial statements.

For the Supervisory Board to fulfill its monitoring function with regard to the independence of the auditor, it approves legally permitted non-audit services of the auditor either through a framework approval or through individual case approvals.

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

### 3.4 Committees and their working methods

The work of the Supervisory Board of TAKKT AG is currently supported by two committees.

#### Personnel Committee

The Personnel Committee of the Supervisory Board is made up of the following three members Thomas Schmidt (Chairman) (until May 17, 2024) and Hubertus Mühlhäuser (from May 17, 2024), Dr. Johannes Haupt (Deputy Chairman) and Aliz Tepfenhart. Among other



things, the committee is responsible for preparing issues relating to the employment contracts of the members of the Executive Board. Information on the main activities of the Personnel Committee can be found in the Report of the Supervisory Board in the 2024 Annual Report.

#### **Audit Committee**

The Audit Committee consists of three members who meet the requirements of Section 100 (5) AktG as amended by the Act to Strengthen Financial Market Integrity. The Chairman of the Audit Committee is Dr. Johannes Haupt, the Deputy Chairman was Dr. Florian Funck (until 17 May 2024) and is Stefan Räbsamen (from 17 May 2024), the other member is Thomas Kniehl. The Audit Committee monitors the accounting process and the effectiveness of the internal control system, the risk management system and the internal audit system. The Audit Committee also deals with the audit of the financial statements, in particular the selection and independence of the auditor, the quality of the audit and the additional services provided by the auditor.

#### **3.5 Supervisory Board remuneration and securities transactions**

Detailed information on the remuneration of the Supervisory Board and information on securities held by members of the Supervisory Board can be found in the remuneration report on the company's website. TAKKT promptly discloses any reportable transactions by Supervisory Board members with company securities on its website at <https://www.takkt.de/en/investors/share/directors-dealings>. There were no such transactions in 2024.

## **4. CORPORATE REPORTING AND AUDITING**

#### **4.1 Elements of corporate reporting**

TAKKT publishes an annual report each year. This includes the consolidated financial statements, which are prepared in accordance with International Financial Reporting Standards (IFRS), and the combined management report. TAKKT also prepares annual separate financial statements for the AG in accordance with the German Commercial Code (HGB). During the year, TAKKT publishes the half-year financial report in accordance with section 115 of the German Securities Trading Act ("Wertpapierhandelsgesetz"), which includes an interim management report and condensed financial statements. The company also publishes a quarterly statement after the first and third quarters in accordance with the stock exchange regulations of the Frankfurt Stock Exchange.

TAKKT provides an overview of publication dates for reports, announcements, and other key events in its financial calendar on the company's website.

TAKKT also prepares an annual sustainability report. This is published in the same document as the annual report and as a separate document on the TAKKT website at <https://www.takkt.de/en/investors/corporate-governance/non-financial-statement>.

TAKKT is majority-owned by Franz Haniel & Cie. GmbH, Duisburg. The Management Board has therefore duly reported to the Supervisory Board on the relationships with affiliated companies in accordance with Section 312 AktG. The dependent company report concludes with the following statement: "In summary, we declare that TAKKT AG received appropriate

consideration for each legal transaction under the circumstances known at the time the legal transactions were carried out.”

TAKKT publishes all information relevant to the capital market and the public regarding the company’s situation on the company’s website at <https://www.takkt.de/en/> investors. In addition to financial reports and quarterly statements, this also includes press releases, ad hoc announcements, voting rights announcements and notifications of directors’ dealings. Conference calls with analysts and investors are held shortly after the publication of financial figures.

#### 4.2 Final examination

The Supervisory Board’s report in the 2024 Annual Report provides information on the selection of the auditor and its disclosures (including aspects of independence) as well as the audit engagement itself.

## 5. SHAREHOLDERS/ANNUAL GENERAL MEETING

### 5.1 Information on shareholdings and their movements, takeover-related information

In accordance with Section 289a para. 1 and Section 315a para. 1 no. 1-9 HGB, the following statements are to be made for TAKKT and the TAKKT Group:

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

As of December 31, 2024, TAKKT AG is a subsidiary of Franz Haniel & Cie. GmbH, Duisburg, which holds 65.0 percent of the shares. There are no other shareholders who hold more than ten percent of the voting rights.

Sections 84 and 85 AktG and Article 5 of the company’s Articles of Association apply to the appointment or dismissal of members of the Management Board, and Sections 179 and 133 AktG apply to amendments to the Articles of Association.

By resolution of the Annual General Meeting on May 18, 2022, the Management Board of TAKKT is authorized, with the approval of the Supervisory Board, to increase

the share capital by May 17, 2027 by issuing new no-par value bearer shares on one or more occasions by up to a total of EUR 32,805,165, taking into account shareholders’ subscription rights.

In addition, the Management Board is authorized by resolution of the Annual General Meeting on 18 May 2022 in accordance with Section 71 para. 1 no. 8 AktG to acquire treasury shares up to a total of ten percent of the current share capital. Any reverse subscription rights or tender rights in the event of acquisition and shareholders’ subscription rights in the event of sale are excluded. The authorization can be exercised by the company in full or in partial amounts, once or several times, in pursuit of one or more purposes until May 17, 2026.

On October 4, 2022, the Management Board of TAKKT AG resolved a share buyback program for up to three percent of the current share capital and with a volume of up to EUR 25 million. The buyback program started on October 6, 2022, and ended at the end of 2024. Further information on the share buyback can be found on the company’s website at <https://www.takkt.de/en/investors/share/share-buyback>.

As at the balance sheet date, there were financial liabilities totaling EUR 32.5 million with various banks, which were subject to a change of control clause in accordance with Sections 289a (1) No. 8 and 315a (1) No. 8 HGB.

Further disclosures in accordance with section 315a (1) no. 2 HGB (restrictions on voting rights), no. 4 (shares with special rights), no. 5 (control of voting rights in the case of employee participation) and no. 9 (compensation agreement with the Management Board or employees in the case of a takeover bid) are not relevant for TAKKT or the TAKKT Group.

### 5.2 Shareholders’ rights at the Annual General Meeting

Shareholders have the opportunity to exercise their statutory rights at TAKKT’s Annual General Meeting. Among other things, they regularly decide on the appropriation of the balance sheet profit, the discharge of the Management Board and Supervisory Board and the election of the auditor. Shareholders can exercise their voting rights on agenda items in person or transfer

them to a proxy. They can also vote by postal vote. The registration and legitimization procedure for TAKKT's Annual General Meeting complies with the requirements of German stock corporation law and international standards. Every shareholder who wishes to participate in an Annual General Meeting of TAKKT and exercise their voting rights there must register and prove that they are authorized to participate and exercise their voting rights. The details of the registration and participation requirements are announced in the invitation to each Annual General Meeting. Furthermore, shareholders can access the agenda as well as all documents relating to the agenda and further information on the Annual General Meeting on the company's website.

In the case of bearer shares in listed companies, Section 123 para. 4 sentence 1 AktG stipulates that proof of the last intermediary in accordance with Section 67c para. 3 AktG is sufficient for participation in the Annual General Meeting or the exercise of voting rights. According to Section 12 (2) sentence 1 of the company's Articles of Association, proof of share ownership issued in text form by the custodian bank is sufficient for participation in the Annual General Meeting and for exercising voting rights in accordance with the requirements of the currently applicable version of Section 123 (4) sentence 1 AktG.

TAKKT will submit the remuneration report for 2024 to the Annual General Meeting in May 2025 for approval in accordance with the requirements of the Act Implementing the Second Shareholders' Rights Directive ARUG II.

### 5.3 Related parties

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