

Corporate Governance Statement (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 of 24 January 2024

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. Dr. Hönle AG attaches great importance to the rules of proper corporate governance. The Management Board and the Supervisory Board of Dr. Hönle AG published the following Compliance Declaration on 24 January 2024.

The Management Board and Supervisory Board of Dr. Hönle AG declare pursuant to Section 161 of the German Stock Corporation Act (AktG) that 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:

A.2 Governance tasks of the Management Board; taking diversity into account when making appointments to executive positions

The German Corporate Governance Code recommends that the Management Board consider diversity when making appointments to executive positions (Recommendation A.2, DCGK 2022). The Management Board considers the diversity of its executive staff, and in particular the proportion of women in executive positions, to be a key aspect of the Company's development and has been following the recommendation of the German Corporate Governance Code since January 2024. Previously, the Management Board had based its appointments to management positions solely on personal qualifications and individual skills.

A.4 Governance tasks of the Management Board; protected whistleblower system

The German Corporate Governance Code recommends that employees and third parties be given the opportunity to report, in a protected manner, suspected breaches of the law within the enterprise (Recommendation A.4, DCGK 2022). In October 2023, Dr. Hönle AG introduced a protected whistleblower system for employees and third parties.

B.1 Appointments to the Management Board; taking diversity into account

The German Corporate Governance Code recommends that the Supervisory Board take diversity into account when appointing Management Board members (Recommendation B.1, DCGK 2022). The Supervisory Board considers the diversity of executive staff to be a key aspect of the Company's development and has been following the recommendation of the German Corporate Governance Code since January 2024. Previously, the Supervisory Board had based its appointment of Management Board members solely on personal qualifications and individual skills.

B.4 Appointments to the Management Board; re-appointment prior to one year before the end of an appointment period

The German Corporate Governance Code recommends that Management Board members only be re-appointed prior to one year before the end of an appointment period at the same time as termination of the current appointment if special circumstances apply (Recommendation B.4, DCGK 2022). The Supervisory Board has been following the recommendation of the German Corporate Governance Code since January 2024. Previously, the Supervisory Board had been observing the provisions of stock corporation law concerning the re-appointment of Management Board members.

B.5 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). The Supervisory Board has been following the recommendation of the German Corporate Governance Code since January 2024. Previously, the Supervisory Board had focused on the personal qualifications and individual skills, but not on the age, of the Management Board members.

C.1 Composition of the Supervisory Board; determination of specific objectives

The German Corporate Governance Code recommends that the Supervisory Board determine specific objectives regarding its composition and prepare a profile of skills and expertise for the entire Board (Recommendation C.1, DCGK 2022). Dr. Hönle AG had previously been of the opinion that personal qualifications and individual skills, but not, for example, gender, age or the Company's ownership structure, were the deciding factors when making appointments to the Supervisory Board and viewed any such determination of specific objections as a restriction of the shareholders' right to elect the members of the Supervisory Board. The Supervisory Board had therefore not previously formulated any specific objectives and profiles of skills and expertise for its composition as defined by the Code. The Supervisory Board has now abandoned this view and in January 2024 formulated specific objectives and a profile of skills and expertise for its composition in accordance with the Code.

C.2 Composition of the Supervisory Board; age limit to be specified for Supervisory Board members

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). In January 2024, the Supervisory Board specified an age limit for Supervisory Board candidates. Previously, the Supervisory Board of Dr. Hönle AG had not specified any fixed age limits for its members.

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

The Supervisory Board Chairman should be independent from the company and the Management Board (Recommendation C.10, DCGK 2022). Prof. Dr. Karl Hönle was Chairman of the Supervisory Board until 23 March 2023 and was not considered independent in accordance with the German Corporate Governance Code as he had been a member of the Supervisory Board for more than 12 years (C.7 (2), last indent, DCGK 2022). The Supervisory Board of Dr. Hönle AG seconded Dr. Franz Richter, who was Chairman of the Supervisory Board of Dr. Hönle AG, to the Management Board on 1 May 2023. The secondment ends with the appointment of a new CEO, but in no case later than 30 April 2024. During his tenure on the Management Board, he is temporarily stepping down from the Supervisory Board and his pertaining rights are suspended, and Mr. Niklas Friedrichsen takes over as Chairman of the Supervisory Board of Dr. Hönle AG. Mr. Friedrichsen is managing director of the Peter Möhrle Group, which (indirectly via Zweiunddreißigste PMB Management GmbH, Hamburg) holds more than 10% of the shares in Dr. Hönle Aktiengesellschaft, meaning that it holds more than 10% of the Company's share capital.

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, Dr. Hönle 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.

G.6 Remuneration of the Management Board; proportion of long-term term targets in relation to short-term targets in variable remuneration

The German Corporate Governance Code recommends that the share of variable remuneration achieved as a result of reaching long-term targets exceed the share from short-term targets (Recommendation G.6, DCGK 2022). The Supervisory Board of Dr. Hönle AG will submit a remuneration system for the Management Board to the Annual General Meeting in March 2024 for approval, in which the variable remuneration resulting from the achievement of long-term targets exceeds the proportion of short-term targets. The Supervisory Board had previously been of the opinion that the Management Board should also ensure the sustainable development of the Company if the proportion of long-term variable remuneration does not exceed the proportion of short-term variable remuneration.

G.7 Remuneration of the Management Board; performance criteria for variable remuneration components

Referring to the forthcoming financial year, the German Corporate Governance Code recommends that the Supervisory Board establish the performance criteria for each Management Board member; besides operating targets, the performance criteria should be geared mainly towards strategic goals (Recommendation G.7, GCGC 2022). The Supervisory Board should also determine the extent to which individual targets for each Management Board member – or targets for the entire Management Board as a whole – are decisive for the variable remuneration components. The Supervisory Board of Dr. Hönle AG will submit a remuneration system for the Management Board to the Annual General Meeting in March 2024 for approval, in which the performance criteria for all variable remuneration components have been defined, based on both operational and strategic targets. In the event that further members are added to the Management Board, which currently consists of one member, the extent to which the individual targets for specific Management Board members or the targets for the entire Management Board as a whole are decisive should also be determined. The Supervisory Board had previously been of the opinion that operational objectives are in most cases also based on underlying strategic objectives. Moreover, a remuneration system based on the establishment of individual targets would be too complicated and could also offer too much room for interpretation.

G.10 Remuneration of the Management Board; variable remuneration based on company shares

Taking the respective tax burden into consideration, the German Corporate Governance Code recommends that the variable remuneration amounts of Management Board members be invested predominantly in company shares by the respective Management Board member, or be granted as share-based remuneration. Granted long-term variable remuneration components should be accessible to Management Board members only after a period of four years (Recommendation G.10, DCGK 2022). The Supervisory Board of Dr. Hönle AG will submit a remuneration system for the Management Board to the Annual General Meeting in March 2024 for approval, in which the variable remuneration amounts will largely be granted as share-based remuneration by the Supervisory Board. The Supervisory Board had previously been of the opinion that the previous remuneration system without share-based components and multi-year vesting restrictions had proved its worth and should therefore not be changed.

G.11 Remuneration of the Management Board; extraordinary developments

The German Corporate Governance Code recommends that the Supervisory Board have the possibility to account for extraordinary developments to an appropriate extent (Recommendation G.11, DCGK 2022). It should be permitted to retain or reclaim variable remuneration if justified. The Supervisory Board of Dr. Hönle AG will submit a remuneration system for the Management Board that complies with these recommendations of the German Corporate Governance Code to the Annual General Meeting for approval in March 2024. The Supervisory Board had previously been of the opinion that the statutory requirement to reduce remuneration in accordance with Section 87 (2) AktG was sufficient.

G.13 Remuneration of the Management Board; severance cap and offsetting against non-compete compensation payments

The German Corporate Governance Code recommends that any payments made to a Management Board member due to early termination of their Management Board activity should not exceed twice the annual remuneration (severance cap) and should not constitute remuneration for more than the remaining term of the employment contract. If post-contractual non-compete clauses apply, the severance payments should be taken into account in the calculation of any compensation payments (Recommendation G.13, DCGK 2022). The Supervisory Board of Dr. Hönle AG will submit a remuneration system for the Management Board that complies with these recommendations of the German Corporate Governance Code to the Annual General Meeting for approval in March 2024. To date, the Supervisory Board has complied with the provisions agreed in the employment contract regarding remaining terms and non-compete compensation payments.

G.14 Remuneration of the Management Board; change of control

The German Governance Code recommends that change of control clauses that commit to benefits in the case of early termination of a Management Board member's contract due to a change of control should not be agreed upon (Recommendation G.14, GCGC 2022). In the event of a change of control, Mr. Haimerl had the right to terminate his Management Board service contract, resign from the Board and have his remuneration and fringe benefits paid until the end of his service contract. Since Mr. Haimerl left the Company on 1 May 2023, Dr. Hönle AG has complied with the recommendation of the German Corporate Governance Code.

G.16 Remuneration of the Management Board; Supervisory Board decision on offsetting remuneration from supervisory board memberships at non-group entities against the remuneration paid to Management Board members

The German Corporate Governance Code recommends that when members of the Management Board assume Supervisory Board memberships outside the Group, the Supervisory Board should decide whether and to what extent the remuneration from any such memberships should be taken into account in their remuneration (Recommendation G.16, DCGK 2022). The Supervisory Board of Dr. Hönle AG will submit a remuneration system for the Management Board to the Annual General Meeting in March 2024 for approval, which will grant the Supervisory Board the right to decide on whether or not to take into account non-Group Supervisory Board memberships in Management Board remuneration. The Supervisory Board had previously been of the opinion that remuneration for non-Group Supervisory Board memberships should not be offset against Management Board remuneration and that Management Board members should be able to decide on their own responsibility whether they could hold seats on non-Group Supervisory Boards in view of the time required for their Management Board duties.

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 23 March 2021, is available on the website of Dr. Hönle 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), Dr. Hönle AG attaches great importance to acting responsibly in all areas of the Group. The Code of Conduct of Dr. Hönle 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 Hönle 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 Dr. Hönle 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

The Management Board of Dr. Hönle AG consisted of two persons at the end of the financial year and has consisted of one person since 1 October 2023. 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 divisional heads. The Management Board is informed monthly about the development of key parameters of Dr. Hönle 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 Dr. Hönle 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 Company'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 Dr. Hönle 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). Previously, the Supervisory Board of Dr. Höhle AG had not specified any fixed age or length of appointment limits for its members as it considered such a specification to be an inappropriate restriction of shareholders' rights. In January 2024, 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. In January 2024, 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 Höhle 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

	Niklas Friedrichsen	Dr. Bernhard Gimple	Günther Henrich	Prof. Dr. Imke Libon	Dr. Franz Richter
Characteristics					
Position	Chairman	Member	Deputy Chairman	Member	Member
Member since	2022	2015	2015	2021	2023
Independent pursuant to DCGK	y	y	y	y	y
Diversity					
Year of birth	1966	1970	1947	1971	1955
Gender	m	m	m	f	m
Nationality	German	German	German	German	German
Education	Tax consultant Diplom-Kaufmann (Business Administration graduate)	Volljurist (fully qualified lawyer) Bankkaufmann (banker)	Wirtschaftsjurist (business lawyer)	Professor, Physicist	Dr. Ing. Physik (PhD in physics)
Occupation	Managing Director	Lawyer	Business consultant	Professor, Dean	Management Board (secondment)
Professional knowledge					
Corporate governance and control	X		X		X
Internationality	X			X	X
Legal/compliance	X	X	X		
Human resources	X	X	X	X	X
Sustainability/ESG	X		X	X	X
Financial expert in terms of Section 100 (5) AktG: - Accounting - Auditing of financial statements	X X	X	X	X	X
Technology				X	X
Digitalisation/IT				X	X

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. Dr. Bernhard Gimple, Günther Henrich and Prof. Imke Libon have no personal or business relations with Dr. Hönle Aktiengesellschaft or its Group companies, the corporate bodies of Dr. Hönle Aktiengesellschaft or any controlling shareholders of Dr. Hönle Aktiengesellschaft that would have to be disclosed in accordance with the recommendations of the DCGK, nor are there any indications of a conflict of interest or a lack of independence within the meaning of the DCGK. They are thus considered independent in accordance with the requirements of the German Corporate Governance Code.

Prof. Dr. Karl Höhle had been a member of the Supervisory Board since 21 September 1999 (i.e. for more than 12 years) and was thus not considered independent (Recommendation C.7 (2), last indent). He stepped down from the Supervisory Board on 23 March 2023.

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 26 April 2022, Dr. Bernhard Gimpe since 20 March 2015, Günther Henrich since 20 March 2015, and Prof. Dr. Imke Libon since 20 May 2021. Dr. Franz Richter was elected to the Supervisory Board by the Annual General Meeting on 23 March 2023 and seconded to the Management Board on 1 May 2023 for a maximum term ending no later than 30 April 2024.

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 Dr. Höhle 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). Mr. Niklas Friedrichsen stepped down from the Audit Committee when he took over as Chairman of the Supervisory Board. Günther Henrich assumed the Chairmanship of the Audit Committee and Dr. Bernhard Gimpe took up the post of Deputy Chairman. Prof. Libon is another member 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. As a long-standing managing director of BayBG Bayerische Beteiligungsgesellschaft GmbH and as a business lawyer, Mr. Günther Henrich qualifies as an independent financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG) in light of his special expertise in the auditing of financial statements. Dr. Bernhard Gimpe 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. On 30 June 2022, the Supervisory Board specified that the target value for the percentage of women on the Management Board of Dr. Höhle AG should be at least 0%, which was in line with the proportion of women at that time. Previously, the Supervisory Board had based its selection of Management Board members solely on the qualifications and individual skills of the candidates and not on gender aspects. 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. On 30 June 2022, the Management Board specified that the target value for the percentage of women in the two management levels below the Management Board should be at least 0%, which was in line with the proportion of women at that time. When making appointments to executive positions, the Management Board was guided by the candidates' personal qualifications and individual skills, but not by their gender. 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 30% and a target value for the proportion of women at the second management level below the Management Board of at least 10%, 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 30% and the proportion of women at the second management level below the Management Board was 7%.

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 Dr. Höhle 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. On 30 June 2022, the Supervisory Board of Dr. Höhle AG specified that the target value for the proportion of women on the Supervisory Board to be achieved by 30 June 2027 should be at least 20%, which was in line with the proportion of women on the Supervisory Board at that time.

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). Previously, the Supervisory Board had based its appointments to the Management Board on the personal qualifications and individual skills of a Management Board member, but not on age, and therefore did not set an age limit. 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 begins at the end of Dr. Franz Richter's term on the Management Board, or no later than 1 May 2024.

Description of the diversity concept or comments on the lack of a diversity concept

When electing members to the Management Board and the Supervisory Board and making appointments to executive positions, Dr. Höhle 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. In January 2024, the Management Board and the Supervisory Board specified new 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. Previously, the Company did not have a diversity concept, nor had it defined a profile of skills and expertise for the Supervisory Board.

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 Dr. Höhle 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 Dr. Höhle AG's website in good time before the Annual General Meeting. (<https://www.hoenle.de/de/investoren/hauptversammlung>)

The shareholders may have their voting rights exercised by a proxy of their choice or by a voting representative appointed by Dr. Höhle 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 /PhD in Physics (born in 1955)

Chairman of the Management Board; responsible for Finance, Human Resources, Sales and Marketing; since 1 October 2023 responsible for all business segments (since 1 May 2023)

Dr. Franz Richter is Chairman of the Board of Managing Directors of Meyer Burger Technology AG, Thun, Switzerland and Chairman of the Advisory Board of the Fraunhofer Institute for Reliability and Microintegration IZM (Fraunhofer IZM), Berlin. He has extensive experience in the area of developing technologies, including UV lithography, UV cleaning and silicone adhesives. Dr. Richter 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.

He was seconded to the Management Board of Dr. Höhle AG by the Supervisory Board in May 2023 and has been Chairman of the Management Board since then.

Norbert Haimerl

MBA (born in 1962)

Chairman of the Management Board; responsible for Finance, Human Resources, Sales and Marketing (until 30 April 2023)

Norbert Haimerl completed his business management studies at the Regensburg University for Applied Science with a diploma in business management. [Dipl.-Betriebswirt (FH)]. He commenced his career in 1990 as assistant to the management of a medium-sized company. During the years from 1992 to 1996, he worked for a subsidiary of a German printing machine manufacturer as a management assistant. In 1996 he changed jobs to take up a position as commercial manager with Dr. Höhle AG.

He was appointed to the Management Board with effect from 1 January 2000 and has been appointed its Chairman with effect from 1 September 2022.

Rainer Pumpe

Graduate Engineer (born in 1966)

Management Board member, responsible for Technology and Production (until 30 September 2023)

After completing his mechanical engineering studies at Ruhr University Bochum with a degree in engineering, Rainer Pumpe began his career in 1995 at Voith Paper GmbH in Krefeld, initially as a design/development engineer. After holding several positions at Voith Paper, he was appointed managing director of Voith Paper Finishing Inc. in Springfield, Oregon (USA) in 2004. In 2007 he then took over the management of Voith Paper Air Systems GmbH with responsibility for the Mönchengladbach, Bayreuth and Montreal (Canada) locations. In 2016, Mr. Pumpe became managing director of the medium-sized family company IDEAL - Werk C. + E. Jungeblodt GmbH + Co. KG in Lippstadt.

Since 1 January 2021 he has been on the Management Board of Dr. Höhle AG, Gilching, where he is responsible for the areas of Technology and Production.

Supervisory Board Niklas Friedrichsen

Diplom-Kaufmann (Business Administration graduate), Tax Consultant
Supervisory Board; Chairman of the Supervisory Board since 1 May 2023

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.

Mr. Niklas Friedrichsen is a member of the Advisory Board of Bike Holding GmbH, Aachen

Prof. Dr. Karl Hönle

Physicist

Supervisory Board Chairman (until 23 March 2023)

Prof. Hönle is one of the founders of Dr. Hönle AG and was the first managing director of Dr. Hönle GbR or GmbH. After the company was established, he accepted a professorship at the Munich University of Applied Sciences for technical optics and laser technology and was the representative for technology transfer and trade fair participation for the Bavarian universities of applied sciences. Prof. Hönle has been a professor emeritus since 2004 and has been an honorary senator at Munich University of Applied Sciences since 2021. He is also a member of the Senate of Economics in Europe.

He is a member of the standards committee for lighting technology at the German Institute for Standardization (DIN).

Since the transformation of Dr. Hönle GmbH into a stock corporation in 1999, Prof. Hönle has been a member of the Supervisory Board and has been its Chairman since 2015. When Dr. Hönle AG separated from the medical technology business area, Prof. Hönle took over this business and has since then been Managing Director of Dr. Hönle Medizintechnik GmbH in Gilching.

Günther Henrich

Business lawyer

Deputy Chairman of the Supervisory Board

Following his activities for the Bavarian Ministry of Economics and LfA Förderbank Bayern, Mr. Günther Henrich acted as managing director at BayBG Bayerische Beteiligungsgesellschaft mbH and its predecessor companies from 1987 through 2012. Mr. Henrich has played a leading role in building up BayBG to become the present market leader for SME investment capital in Bavaria. As a result, Mr. Henrich has an extensive network in Bavarian industry. He was member of the Supervisory and Advisory Boards of numerous small- and medium-sized companies. In addition, Mr. Henrich headed an expert group and was member of the Board of Directors of the German Private Equity and Venture Capital Association [BVK Bundesverband deutscher Kapitalbeteiligungsgesellschaften].

Dr. Bernhard Gimple

Lawyer

Supervisory Board

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 Stadtparkasse Munich.

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.