

Declaration of Compliance 2022

On 7 November 2022, the executive board and the supervisory board of CropEnergies AG adopted the resolution to issue the following Declaration of Compliance regarding the German Corporate Governance Code (the "GCGC") in accordance with Section 161 of the German Stock Corporation Act (*Aktiengesetz – AktG*):

Since the last Declaration of Compliance dated 8 November 2021, CropEnergies AG has complied with the recommendations of the "Government Commission German Corporate Governance Code" in the Code versions dated 16 December 2019 ("GCGC Former Version") and 28 April 2022 ("GCGC Current Version"), with the following exceptions:

Recommendation C.7 GCGC Former Version and GCGC Current Version (Independence of the members of the Supervisory Board):

Half of the members of the supervisory board of CropEnergies AG, which is composed exclusively of shareholder representatives, are board members of Südzucker AG, which holds a majority stake in CropEnergies AG and has significant business relationships with CropEnergies AG. Any resulting conflicts of interest are taken into account by taking appropriate precautions and measures. We are convinced that the representation of the majority shareholder on the supervisory board at least on a parity basis is appropriate and in the interests of the company and all shareholders.

Recommendation C.10 GCGC Former Version and GCGC Current Version and Recommendation D.4 GCGC Former Version (Independence of the Chairman of the Audit Committee):

The chairman of the audit committee until the end of the annual general meeting on 12 July 2022 was Mr. Thomas Kölbl, who at the same time is also a member of the executive board of Südzucker AG, the majority shareholder of CropEnergies AG; since 12 July 2022, Dr. Susanna Zapreva, who is independent of the company, the executive

board and the controlling shareholder, has been acting as chairwoman of the audit committee. In our view, it is reasonable that a majority shareholder is appropriately represented on the supervisory board of a company and its committees. In our opinion, it was in the interest of the company and all its shareholders for Mr. Kölbl, who has special knowledge and experience in the application of accounting principles and internal control procedures and is familiar with the auditing of financial statements, to serve as chairman of the audit committee. Notwithstanding this, on 12 July 2022 the supervisory board elected Dr. Susanna Zapreva as chairwoman of the audit committee in accordance with the independence requirements of Recommendation C.10 GCGC Current Version, with the consequence that the aforementioned Recommendation has been fully complied with since 14 July 2022 (cf. also the Update Declaration on the Declaration of Compliance of 8 November 2021 issued by the executive board and supervisory board on 12 July 2022).

**Recommendation G.4 GCGC Former Version and GCGC Current Version
(Internal vertical comparison):**

Also after the entry into force of the remuneration system for executive board members resolved by the supervisory board on 17 May 2021 ("Executive Board Remuneration System 2021"), the ratio of executive board remuneration to the remuneration of senior management and the workforce as a whole was only taken into account to a limited extent when assessing the customary nature of the total remuneration of executive board members. It seemed more appropriate to the supervisory board to use the compensation structures in the Südzucker AG group, of which CropEnergies AG is a member.

**Recommendation G.10 sentence 2 GCGC Former Version and GCGC Current
Version**

(Vesting period of the long-term variable remuneration)

According to the Executive Board Remuneration System 2021, the vesting period for the long-term variable remuneration is not four years, as recommended in G.10 sentence 2 GCGC Former Version and GCGC Current Version, but three years, which is in line with the legal requirements. Due to the requirements of the remuneration

system, the executive board members can only make dispositions in respect of the shares granted as long-term variable remuneration after the Annual General Meeting following the respective vesting period. The supervisory board considers this shortening of the period to be reasonable, because a realistic assessment of the attainability of the targets seems more feasible in the case of a three-year vesting period than in the case of setting longer vesting periods.

Recommendation G.18 GCGC Former Version and GCGC Current Version

(Orientation of the performance-related remuneration of the Supervisory Board):

Our company's Articles of Incorporation provide – in addition to a fixed remuneration – for a performance-related supervisory board remuneration oriented to the dividends paid. We believe that especially the concurrence with the interests of the shareholders speaks in favour of this structure. We disclose the supervisory board's total remuneration broken down into fixed remuneration and performance-related component.