

Declaration of Compliance 2023

The Management Board and Supervisory Board of CropEnergies AG, Mannheim, Germany resolved on 10 November 2023 to issue the following Declaration of Compliance with regard to the German Corporate Governance Code (the “DCGK”) pursuant to Section 161 German Stock Corporation Act [Aktiengesetz, AktG]:

Since the last Declaration of Compliance dated 7 November 2022, CropEnergies AG has complied with the recommendations of the “Government Commission on the German Corporate Governance Code” in the version dated 28 April 2022 with the following exceptions:

Recommendation C.7 (Independence of shareholder representatives on 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 G.4 (internal vertical comparison):

Even under the further developed Management Board remuneration system approved by the Annual General Meeting on 11 July 2023 (“Management Board Remuneration System 2023”), which replaced the Management Board remuneration system approved by the Annual General Meeting on 13 July 2021 (“Management Board Remuneration System 2021”) with effect from 1 March 2023, the ratio between executive board compensation and the compensation of senior management and the workforce as a whole is only marginally considered when

assessing the customariness of the total compensation of the executive board members. The supervisory board thinks it is more appropriate to use the compensation structures in the Südzucker Group, to which CropEnergies AG belongs.

Recommendation G.7 (setting the performance criteria for the variable remuneration components of the members of the Management Board)

Management Board Remuneration System 2023 gives the Supervisory Board the opportunity to set the targets for the short and long-term variable remuneration after the budget has been approved, but no later than three months after the start of the financial year. The Supervisory Board considers this deviation from Recommendation G.7 sentence 1 DCGK to make sense, as it will enable it to take into account the comparative figures from the previous year and the budget figures when setting the targets without being bound by them.

Recommendation G.10 (type, vesting period and payment of long-term variable remuneration)

Contrary to the Management Board Remuneration System 2021, the Management Board Remuneration System 2023 stipulates that all remuneration amounts to be granted to the Management Board members will be paid in cash, i.e. neither invested in shares nor granted as share-based remuneration. The Supervisory Board has concluded that the acquisition of shares or share-based instruments by members of the company's Supervisory Board is not advantageous.

Under both the Management Board Remuneration System 2021 and the Management Board Remuneration System 2023, the vesting period for the long-term variable remuneration is not four years, as recommended in G.10 sentence 2 DCGK, but three years, which is in line with the legal requirements. The Supervisory Board thinks this reduction makes sense because a realistic assessment of the expediency and the attainability of the targets seems more likely in the case of a three-year vesting period than in the case of longer vesting periods.

Under the Management Board Remuneration System 2023, after the first year of each vesting period the Management Board members can already be granted limited advance payments of the long-term variable remuneration that is expected to be accrued at the end of the respective vesting period. The Supervisory Board thinks that advance payments in an appropriately limited amount are expedient in order to ensure inflows that are as even as possible. Any overpayments made shall be reimbursed by the Management Board members concerned.

Recommendation G.18 (Alignment of the performance-related remuneration of the Supervisory Board):

In addition to a fixed remuneration, our company's Articles of Association provide for a performance-related remuneration for the Supervisory Board that is based on dividends. In our view, this structure is particularly in line with the interests of the shareholders. We report the total remuneration of the Supervisory Board divided into fixed and performance-related components.