

## Declaration of Conformity 2025/2026

The management of H&R Komplementär GmbH in its capacity as general partner of H&R GmbH & Co. KGaA (hereinafter also referred to as the “**Company**”) and the Supervisory Board of the Company declare in accordance with Section 161 of the German Stock Corporation Act (AktG) that, taking into account the specific features of the legal form of a partnership limited by shares described in Section I below, the Company has complied with the recommendations of the Government Commission on the German Corporate Governance Code (in its currently valid version, referred to as the “**Code**”) as described in more detail in Section II, with the exceptions specified therein, and that it currently complies and will continue to comply with them in the future:

### I. Legal form-specific features of H&R GmbH & Co. KGaA

The Code is geared toward companies with the legal form of a German stock corporation (“AG”). Since the Code does not take into account the special features of the legal form of a partnership limited by shares (“KGaA”), many of its recommendations can only be applied to H&R GmbH & Co. KGaA in a modified form. The key legal form-specific features of H&R GmbH & Co. KGaA are as follows:

- 1. Management:** Unlike in an AG, the management and representation of a KGaA is not the responsibility of the executive board, but of the personally liable partners (general partners). Unlike the executive board of an AG, personally liable partners are not appointed by the supervisory board, but by the articles of association and thus ultimately by the general meeting of the KGaA. The sole personally liable partner of H&R GmbH & Co. KGaA is H&R Komplementär GmbH. The management and representation of H&R Komplementär GmbH is in turn the responsibility of its managing directors. The decision on the appointment, discharge, and dismissal of managing directors of H&R Komplementär GmbH and the conclusion of their managing director service contracts is the responsibility of the shareholders' meeting of H&R Komplementär GmbH. The remuneration of H&R Komplementär GmbH is specified in the articles of association of H&R GmbH & Co. KGaA and is therefore the responsibility of the KGaA's Annual General Meeting. The remuneration of the managing directors of H&R Komplementär GmbH is determined by the advisory board of H&R Komplementär GmbH, which is formed by resolution of the shareholders (this is to be distinguished from the purely advisory advisory board at the level of H&R GmbH & Co. KGaA). Furthermore, the management may only conduct certain types of transactions with the approval of the advisory board of H&R Komplementär GmbH.
- 2. Supervisory:** The powers of the supervisory board of a KGaA are limited in comparison to those of the supervisory board of an AG. The supervisory board of H&R GmbH & Co. KGaA is purely a supervisory and advisory body. It has no authority over personnel or remuneration matters relating to the general partner and its managing directors (see section 1 above) and is not authorized to issue rules of procedure for H&R Komplementär GmbH or its managing directors or to define a catalog of transactions that the management may only carry out with the approval of the Supervisory Board. As described in detail in section 1, these powers lie with the general meeting of the KGaA, the shareholders' meeting of H&R Komplementär GmbH, and the advisory board of H&R Komplementär GmbH, respectively. In contrast to the supervisory board of an AG, at a KGaA it is not the supervisory board that decides on the approval of the annual financial statements, but the general meeting with the consent of the personally liable partner (section 3 below).
- 3. Annual General Meeting:** The general meeting of a KGaA has essentially the same rights as the general meeting of an AG. Its responsibilities therefore include, in particular, passing resolutions

on the appropriation of profits, approving the actions of the personally liable partner and the members of the supervisory board, electing shareholder representatives to the supervisory board, electing the auditor, approving the remuneration systems for the management and supervisory board, and approving the remuneration report. In addition, the general meeting of a KGaA is required by law to approve the annual financial statements of the KGaA. A number of resolutions of the general meeting, including the resolution on the approval of the annual financial statements, require the consent of the personally liable partner by law.

Insofar as the Code contains recommendations that, due to the specific legal form of the company, relate to the area of responsibility of the shareholders' meeting or the advisory board of H&R Komplementär GmbH, the declaration of conformity is issued in consultation with the respective decision-making body of H&R Komplementär GmbH.

## II. Code recommendations

1. The general partner and the supervisory board of H&R GmbH & Co. KGaA issued their last declaration of conformity on December 20, 2024. The general partner and the supervisory board declare that since the last declaration of conformity was issued, the following (in some cases only temporary) exceptions listed below, all recommendations of the Government Commission on the German Corporate Governance Code in the version dated April 28, 2022 ("DCGK 2022") published by the Federal Ministry of Justice and Consumer Protection in the Federal Gazette on June 27, 2022 have been complied with:
  - a. **Recommendation B.5 GCGC 2022:** Recommendation B.5 GCGC 2022 was not complied with. According to Recommendation B.5 GCGC 2022, an age limit for members of the Management Board (or members of the executive management) should be set and stated in the corporate governance statement. No age limit has been set for managing directors of H&R Komplementär GmbH, as there has been no reason for such a provision to date given the current age structure of the management. Furthermore, a formal age limit could unnecessarily complicate the search for suitable managing directors. Accordingly, no age limit is specified in the corporate governance statement.
  - b. **Recommendation F.2 GCGC 2022:** Recommendation F.2 GCGC 2022 was only complied with until March 26, 2025. According to Recommendation F.2 GCGC 2022, the consolidated financial statements and the group management report should be made publicly available within 90 days of the end of the fiscal year, and the mandatory interim financial information within 45 days of the end of the respective reporting period. By updating the 2024/2025 declaration of conformity on March 26, 2025, the company announced that it would not comply with recommendation F.2 GCGC 2022 with regard to the date of public disclosure of the consolidated financial statements and the group management report for the 2024 fiscal year. This was due to the accounting of the climate protection agreement concluded on October 15, 2024, between H&R Chemisch-Pharmazeutische Spezialitäten GmbH, a subsidiary of the company, and the Federal Ministry for Economic Affairs and Climate Protection: In mid-February 2025, the IDW – Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) determined in its accounting working group, and thus in the current financial statements, that climate protection agreements are to be valued independently as derivatives and accounted for accordingly. The auditor responsible for the Company's audit has adopted this view. The comprehensive assessment of the facts, in particular the independent valuation of the agreement as a derivative and the additional coordination – internally and with the auditor – necessitated the delay in publication. At the same time, the

company announced that it intends to comply with recommendation F.2 GCGC 2022 again in future with regard to the date of publication of the consolidated financial statements and the group management report.

- c. **Recommendation G.10 GCGC 2022:** Recommendation G.10 GCGC 2022 was not complied with. According to Recommendation G.10 GCGC 2022, the variable remuneration amounts granted to a member of the management board (or member of the executive board) should be invested by him/her predominantly in shares of the company or granted on a share-based basis, taking into account the respective tax burden (sentence 1). In addition, the long-term variable remuneration amounts should only be available after four years (sentence 2). The regulatory objective of Recommendation G.10 GCGC 2022 is to encourage members of the Management Board/Executive Board to focus their actions on promoting the long-term well-being of the company and ensuring its sustainable and long-term success. Since H&R GmbH & Co. KGaA is a family-run company and the current sole managing director of H&R Komplementär GmbH is the son of the controlling shareholder, there are sufficient incentives to meet this regulatory objective.
2. H&R GmbH & Co. KGaA currently complies with all recommendations of the GCGC 2022 and will continue to do so in the future, with the following exceptions:
    - a. **Recommendation B.5 GCGC 2022:** Recommendation B.5 GCGC 2022 is not complied with. Please refer to section 1.a for a description and justification of the deviation.
    - b. **Recommendation G.10 GCGC 2022:** Recommendation G.10 GCGC 2022 is not complied with. Please refer to section 1.c for a description and justification of the deviation.

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Salzbergen, Germany, December 19<sup>th</sup>, 2025

**The General Partner  
(H&R Komplementär GmbH)  
of H&R GmbH & Co. KGaA**



Niels H. Hansen  
Managing Director

**The Supervisory Board  
of H&R GmbH & Co. KGaA**



Dr. Joachim Girg  
Chairman of the Supervisory  
Board