



All for One Group SE

Filderstadt

ISIN DE0005110001 / WKN 511000

German Corporate Governance Code Declaration of Conformity Pursuant to Section 161 of the German Stock Corporation Act [AktG]

The management board and supervisory board of All for One Group SE declare that since the last declaration of conformity dated 29 September 2020, All for One Group SE has complied with the recommendations of the German Government Commission for the German Corporate Governance Code in the version dated 16 December 2019, published on 20 March 2020 (hereinafter: „GCGC“), with the exceptions stated and justified in the declaration dated 29 September 2020 and in the updates to the declaration of conformity dated 27 January and 5 May 2021.

They further declare that the recommendations of the GCGC – apart from the following exceptions – are currently being complied with and will continue to be complied with in the future.

The following points deviate from the recommendations of the GCGC:

Remuneration system for the management board

In the annual general meeting on 11 March 2021, the management and supervisory boards of All for One Group SE proposed a remuneration system for the management board, which was approved by the annual general meeting. The supervisory board has based the remuneration system on specifications of the GCGC. Subject to the following explanations, the remuneration system is fully compliant with the GCGC recommendations. The remuneration system does, however, deviate from the GCGC recommendations in respect of the two following issues.

G.6:

„The share of variable remuneration achieved as a result of reaching long-term targets shall exceed the share from short-term targets.“

Given that the supervisory board can specify a relatively low base salary for a member of the management board, it believes it should be authorised in such instances to offer the relevant member of the management board, even at short notice, attractive remuneration subject to appropriate targets being met. The multi-year performance-based remuneration system is not suitable for such reward as it specifies a four-year waiting period for payment. Our procedure still complies with the caps specified in the remuneration system.

G.10 Sentence 1:

„Taking the respective tax burden into consideration, Management Board members' variable remuneration shall be predominantly invested in company shares by the respective Management Board member or shall be granted predominantly as share-based remuneration.“

The supervisory board does not believe that share-based elements of the remuneration system are appropriate for providing adequate incentive for management board members to implement the corporate strategy and to ensure alignment of the interests of management board and shareholders. The supervisory board believes that the performance criteria specified in the remuneration system, especially the target criterion of a cumulative dividend for the Long Term Incentive, and the authorisation of the supervisory board to specify further individual target criteria for each member of the management board are sufficient.

Chairman of the audit committee

C.10 Sentence 2:

„The Chair of the Supervisory Board, the Chair of the Audit Committee, as well as the Chair of the committee that addresses Management Board remuneration, shall be independent from the company and the Management Board. The Chair of the Audit Committee shall also be independent from the controlling shareholder.“

D.4 Sentence 1:

„The Chair of the Audit Committee shall have specific knowledge and experience in applying accounting principles and internal control procedures, shall be familiar with audits, and shall be independent.“

The supervisory board appointed Paul Neumann as the new chairman of the audit committee. Mr Neumann is a member of the management board of Unternehmens Invest AG, the controlling shareholder of the company. The recommendations C.10 sentence 2 and D.4 sentence 1 of the German Corporate Governance Code in its current version are therefore no longer complied with.

In the opinion of the supervisory board, Mr Neumann is nevertheless particularly suitable for the chairmanship of the audit committee due to both his education and experience and fulfils all other requirements. Due to Mr Neumann's work on the supervisory board, which has always been carried out with integrity, and the further composition of the audit committee with independent supervisory board members, the supervisory board sees no increased risk of conflicts of interest.

Filderstadt, 27 September 2021

All for One Group SE

Supervisory and Management Board