



Corporate Governance Statement pursuant to § 289f German Commercial Code (HGB) incl the Declaration of Compliance of the Administrative Board of 029 Group SE pursuant to § 161 AktG

As a European stock corporation (*Societas Europaea - SE*), 029 Group SE (the “**Company**”) has a monistic management and control structure.

The Administrative Board manages the Company, determines the basic guidelines for its activities, monitors their implementation and has further duties and powers resulting from § 22 SEAG. The Managing Directors manage the Company's business by implementing the basic guidelines and specifications established by the Administrative Board.

The Corporate Governance Statement is further available on the Company's website in the section "Investor Relations":

German:

<https://www.029-group.com/de/investor-relations>

English:

<https://www.029-group.com/investor-relations>

On 27 June 2022, the German Corporate Governance Code as amended on 28 April 2022 was published in the official section of the Federal Gazette ("**Code 2022**"). The Administrative Board of 029 Group SE hereby declares pursuant Article 9 para. 1 lit. c (ii) of the Council Regulation (EC) No. 2157/2001 of 8 October 2001, as amended, in conjunction with § 161 AktG that the Company has complied in the past and will comply in the future with the recommendations of the Code 2022 with the following exceptions:

- 1. Declaration of Compliance of the Administrative Board of 029 Group SE with the recommendations of the "Government Commission on The German Corporate Governance Code" pursuant to Article 9 Para. 1 Lit. C (ii) of the Council Regulation (EC) No 2157/2001 Of 8 October 2001, as amended, in conjunction with Sec. 161 AktG***

029 Group SE generally applies the regulations of the Code applicable to the Supervisory Board to the Administrative Board and those concerning the Management Board to the Managing Directors.

A.2 When making appointments to executive positions, the Management Boards shall consider diversity.

When filling management positions, the Managing Directors primarily focus - irrespective of gender - on the professional and personal competence of potential candidates, paying particular attention to the specific requirements of the Company, in particular due to the size of the Company, so that the managers have the knowledge, skills and professional experience required to perform their tasks.

B.1 When appointing Management Board members, the Supervisory Board shall take diversity into account.

When filling management positions, the Administrative Board primarily focuses - irrespective of gender - on the professional and personal competence of potential candidates, paying particular attention to the specific requirements of the Company, in particular due to the size of the Company, so that the managers have the knowledge, skills and professional experience required to perform their tasks.

B.2 Together with the Management Board, the Supervisory Board shall ensure that there is long-term succession planning. The approach shall be described in the Corporate Governance Statement.

As the governing bodies of 029 Group SE have only recently been appointed, the Administrative Board and the Managing Director have not yet established a long-term succession planning.

D.2 Depending on the specific circumstances of the enterprise and the number of Supervisory Board members, the Supervisory Board shall form committees of members with relevant specialist expertise. The respective committee members and the committee chairs shall be provided in the Corporate Governance Statement.

In accordance with the Articles of Association, the Administrative Board of the Company is composed of three persons. Since a committee must consist of at least two members, or three members in the case of a decision-making committee, the formation of committees would not lead to a more efficient operation of the Administrative Board. Committees have therefore not been and will not be formed, with the exception of the Audit Committee which is required by law.

D.3 The Chair of the Supervisory Board shall not chair the Audit Committee.

The Chairman of the Administrative Board is the Chairman of the Audit Committee due to the fact that the Audit Committee and the Administrative Board are consisting of the same three members.

D.4 The Supervisory Board shall form a Nomination Committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the General Meeting.

In accordance with the Articles of Association, the Administrative Board of the Company is composed of three persons. Since a committee must consist of at least two members, or three members in the case of a decision-making committee, the formation of a nomination committee would not lead to a more efficient operation of the Administrative Board.

D.6 The Supervisory Board shall also meet on a regular basis without the Management Board.

Because the management structure of the 029 Group SE complies with the one-tier system and the Managing Director is also a member of the Administrative Board, this recommendation cannot be complied with.

The Declaration of Compliance pursuant to § 161 AktG is further available on the Company's website in the section "Investor Relations":

German:

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2 Remuneration (§ 289f Abs. 2 Nr. 1a HGB)

The remuneration report for the financial year 2022 and the auditor's certificate pursuant to § 162 AktG, the remuneration system pursuant to § 87a paras. 1 and 2 sentence 1 AktG and the latest remuneration resolution pursuant to § 113 para. 3 AktG on the Company's website in the section "Investor Relations" at:

German:

<https://www.029-group.com/de/investor-relations>

English:

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3 Information on Corporate Governance Practices beyond Mandatory Scope (§ 289f Abs. 2 Nr. 2 HGB)

The Company is set up for purposes of long-term success. Accordingly, responsible and transparent corporate governance has a high priority for the Company. The Company has implemented a company-wide risk monitoring process with monthly reporting lines to the Chairman, which is continuously developed.

Business objectives, internal corporate processes and risk control measures are reviewed using the controlling systems, procedures and reporting standards in place. A more comprehensive description of these internal risk management and controlling systems can be found in this management report.

The Company's management complies with applicable laws, its Articles of Association and its internal guidelines. There are no further publicly available codified corporate governance Practices.

4 Composition and Operation of Administrative Board and Managing Directors (§ 289f Abs. 2 Nr. 3 HGB)

The Company has a monistic corporate management and control structure. Pursuant to Art. 43-45 SE Regulation (SE-VO) in conjunction with § 20 SE Implementation Act (SEAG) the monistic system is characterized by a single body, the Administrative Board, being responsible for the management and controlling of the SE. The day-to-day business of a monistic SE is conducted by its managing directors which implement the guidelines and requirements set forth by the Administrative Board.

Administrative Board

The Administrative Board manages the Company, determines the key guidelines for its activities and supervises their implementation by the managing directors. It appoints and dismisses the managing directors. In accordance with the Articles of Association, the Administrative Board is composed of three members to be elected by the Annual General Meeting.

Currently, the Administrative Board consists of Juan Rodriguez (Chairman), Thomas Hanke (Deputy Chairman) and Lorin Van Nuland. Juan Rodriguez and Thomas Hanke were appointed by court by resolution as of 24 September 2022. Lorin Van Nuland was appointed by resolution of the Annual General Meeting as of 20 June 2022.

For further details, reference is made to the report of the Administrative Board (*Bericht des Verwaltungsrats*) and to the notes to the annual report (*Anhangsangaben*) pursuant to § 285 Nr. 10 HGB.

In accordance with the Rules of Procedure of the Administrative Board, the Administrative Board may entrust individual members of the Administrative Board with the implementation of resolutions and execution of measures, as well as form Administrative Board committees.

The Administrative Board also acts as the Audit Committee. Due to the fact that the Administrative Board and the Audit Committee have identical members, the Audit Committee is chaired by Juan Rodriguez as well.

Mr. Rodriguez has particular expertise in the field of auditing due to his many years of experience in finance and controlling in various companies in the startup and investment industry.

Lorin Van Nuland has special expertise in the field of accounting due to his many years due to his many years of experience in capital markets law and portfolio management in various companies.

There are currently no other Administrative Board committees.

The Administrative Board has not yet conducted a self-assessment due to Company only commencing its operative business activities in June 2022.

The age limit for the members of the Administrative Board has been set at 65 years.

Managing Directors

The managing directors manage the company's business with the aim of creating sustainable value in a spirit of joint responsibility. They implement the key principles and guidelines laid down by the Administrative Board. The managing directors inform the Administrative Board regularly, promptly and comprehensively in particular about all issues of relevance to the Company relating to planning, business development, the risk situation, risk management and compliance. The Managing Directors address any substantial deviations from the projected business plans and targets including the reasons for such deviations.

Currently, Lorin Van Nuland is the sole Managing Director. For further details, reference is made to the notes to the annual report (*Anhangsangaben*) pursuant to § 285 Nr. 10 HGB.

The managing directors are obliged to disclose conflicts of interest to the Administrative Board without delay and to inform the other Managing Directors thereof. They may only assume ancillary activities, in particular mandates in corporate bodies outside O29 Group SE and its subsidiaries with the prior consent of the Administrative Board. In the past financial year, there were no conflicts of interest among the managing directors of the Company.

The age limit for the managing directors has been set at 65 years.

5 Target quota for the proportion of women (§ 289f Abs. 2 Nr. 4 HGB)

When filling management positions, the Administrative Board primarily focuses - irrespective of gender - on the professional and personal competence of potential candidates, paying particular attention to the specific requirements of the Company, in particular due to the size of the Company, so that the managers have the knowledge, skills and professional experience required to perform their tasks.

In contrast, the Administrative Board considers criteria such as the candidate's gender to be of secondary importance, even though diversity is explicitly welcomed. In addition, it should be noted that the male members of the Administrative Board and the Managing Director are contractually bound for the long term or should continue to be bound to the Company for the long term due to their qualifications. Against this background, a target of 0% of female representation for both the Administrative Board and the Managing Directors has been set.

A target of for female representation for the two management levels below the Managing Directors has not been set, as currently no management level below the Managing Directors exists.

6 Diversity Concept (§ 289f Abs. 2 Nr. 6 HGB)

The composition of the Administrative Board and the Managing Directors is based exclusively on the knowledge, skills and professional experience of the respective candidates. No standard term limit has been set for members of the Administrative Board or the Managing Directors. In view of the remaining term of office, the Company is of the opinion that there is no reason to do so. A standard term limit for membership has not been set and, in the opinion of the Administrative Board not suitable for the company, in particular due the only recent commencement of operative business activities. The Company currently considers criteria such as the gender of the candidate, even if diversity is expressly welcomed, to be of secondary importance. It is intended to adhere to this in the future in order to ensure experience and competence. The Administrative Board is of the opinion that proposals regarding the composition of the Administrative Board and the Managing Directors should be decided individually in each specific situation without previously establishing and announcing a strict concept.

Berlin, 25 April 2023

Administrative Board



Juan Rodriguez
Chairman



Thomas Hanke
Deputy of the Chairman



Lorin Van Nuland

Qualification matrix: Qualifications of the Administrative Board of 029 Group SE

	Juan Rodriguez¹	Thomas Hanke	Lorin Van Nuland²
Leading companies, associations and networks	✓	✓	✓
Industry knowledge in the areas of hospitality, dining, consumer goods, health - and lifestyle			✓
Knowledge in the investment business, especially in the start-up area, incubation	✓	✓	✓
Finance, Accounting, Risk Management	✓	✓	✓
Sustainability Matters		✓	✓
Accounting/auditing including sustainability reporting	✓		✓
Human Resources, Communication, Media			✓
Corporate Governance & Compliance, Legal	✓		
Mergers & Acquisitions	✓	✓	✓

¹ Member with special knowledge and experience in the field of auditing financial statements, including the audit of sustainability reporting: **Juan Rodrigues**

² Member with special knowledge and experience in the field of accounting including sustainability reporting: **Lorin Van Nuland**