

Declaration on Corporate Governance and Corporate Governance Report

The combined corporate governance declaration of PVA TePla AG and the Group in accordance with Section 289f HGB and Section 315d HGB contains the declaration of compliance with the German Corporate Governance Code ("GCGC") in accordance with Section 161 AktG, relevant disclosures on corporate governance practices, the description of the working methods of the Management Board and Supervisory Board and their composition and the working methods of Supervisory Board committees, the targets set in accordance with Section 76 (4) and Section 111 (5) AktG and the disclosures on the achievement of the targets, including the description of the diversity concept.

Declaration of the Management Board and Supervisory Board of PVA TePla AG on the German Corporate Governance Code pursuant to Section 161 AktG

As set out and explained in more detail in the Declaration of Conformity of March 2025, the company has followed the recommendations under G.1 to G.16 for the remuneration of the Management Board, with the exception of the remuneration of former Management Board member Mr. Höfer. Mr Höfer left the Management Board at the end of June 25, 2025, but the commitments under the 2023-2026 LTI tranche allocated in 2023 remain in place.

The company otherwise complies with all recommendations of the GCGC.

Wettenberg, October 2025

For the Management Board:

For the Supervisory Board:

Jalin Ketter
Chairwoman of the Management Board

Dr. Myriam Jahn
Chairwoman of the Supervisory Board

Information on corporate governance practices

The PVA TePla Group is a listed, internationally active group based in Wetzlar (Germany) and has a dual management system. For this reason, the German Stock Corporation Act, our Articles of Association, the rules of procedure for the Management Board and Supervisory Board and the company-specific implementation of the German Corporate Governance Code (GCGC) form the basis for the division of responsibilities between the Management Board and Supervisory Board and the organization of the management and monitoring structure within the Group. We base our business activities on Group-wide standards that go beyond the requirements of the law and the GCGC. These also include trust, respect, and integrity in our dealings with one another.

Risk and opportunity management and ICS

The principles of responsible corporate governance include a continuous and forward-looking assessment of risks and opportunities aimed at achieving a balance between growth and return targets and the associated risks. The system is designed in such a way that it complies with the relevant legal requirements and the relevant industry standards. The Management Board and the managing directors are responsible for central tasks within the risk management system. A "risk manual" with procedural instructions for proper and forward-looking risk management is available to the managing directors and employees for this purpose. The manual regulates the specific processes in risk management. It is aimed at the entirety of all risk-related activities and measures, i.e. the identification, assessment, management, reporting, and monitoring of risks.

The aim of the internal control system (ICS) for the accounting process is to ensure the reliability of external reporting by preparing financial statements that comply with regulations. To monitor the effectiveness of the ICS, regular reviews of accounting-related processes are carried out using internal controls. The Audit Committee of the Supervisory Board also monitors the effectiveness of the system.

Detailed information on the risk and opportunity management system and the ICS of the PVA TePla Group can be found in the combined management and Group management report and on the website: <https://www.pvatepla.com/en/investor-relations/financial-reports/>.

Compliance & Code of Conduct

For PVA TePla, responsible and legally compliant behavior is an indispensable prerequisite for sustainably successful business activities. Therefore, the primary objective of our Compliance Management System (CMS) is to ensure the lawful conduct of companies, management bodies and employees with regard to legal and internal company regulations and prohibitions and to prevent violations. Compliance management is based on the currently published Code of Conduct. This describes risks in business activities and provides specific recommendations for conduct. The Code of Conduct is binding for all PVA TePla Group employees worldwide.

Other key components of our CMS include preventive measures to prevent compliance violations, mechanisms for the early detection of potential violations and clear processes for responding to and remedying compliance violations. We attach great importance to raising awareness among our employees to ensure that they are familiar with the applicable rules and actively support compliance with them. Examples of measures in our CMS include training on compliance issues, the establishment of a whistleblower system for anonymous reporting of violations, internal audits to check compliance with guidelines and procedures and clear sanction mechanisms in the event of misconduct. Our CMS is continuously reviewed by the Risk & Compliance Data Protection department and adapted to new business-specific risks and changing legal requirements. Findings from compliance risk management are incorporated into the further development of the system. In this way, we ensure that our CMS is always effective and appropriate in order to maintain the integrity and ethical standards of our company.

In addition, the example set by managers, open and fair communication at and between all levels in the company and close and cooperative collaboration with customers and suppliers are important prerequisites for our business activities. At the same time, we also expect our suppliers and business partners to share our attitude towards integrity and sustainability.

An electronic whistleblower system makes it possible to report suspected white-collar crime or violations of compliance regulations. The PVA TePla Group aims to completely avoid corruption and bribery (including conflicts of interest, money laundering, etc.) in order to strengthen a compliant and ethical working environment in which risks can be identified and prevented in advance.

Sustainable corporate governance

The PVA TePla Group aims to operate sustainably and responsibly in all areas of the company. For us, this means respecting the law, conserving resources, promoting climate protection and fulfilling our responsibility to employees and society. We consider environmental, social and governance aspects not only in our sustainability strategy, but also in our corporate orientation and operational decisions, based on our self-image and the conviction that sustainable and responsible business practices increase the Group's capacity for innovation and future viability.

Further information on the topic of "Sustainable corporate governance" can be found in the "Sustainability" section of the combined management and Group management report 2024 and in the combined non-financial statement contained therein: <https://www.pvatepla.com/en/investor-relations/financial-reports/>

Working methods of the Management Board and Supervisory Board and the composition and working methods of their committees

As a stock corporation domiciled in Germany, PVA TePla AG is managed in accordance with the management and supervisory structure prescribed by law. The Management Board is responsible for managing the company and determines its strategic direction. The Supervisory Board monitors and advises the Management Board and is directly involved in decisions of fundamental importance to the company. It appoints and dismisses the members of the Management Board, decides on the remuneration system for the members of the Management Board, which is submitted to the Annual General Meeting for approval in accordance with Section 120a AktG, and determines their respective total remuneration. The Supervisory Board and Management Board work closely together in a spirit of trust for the benefit of the company and sustainable value creation. Their common goal is to secure and further expand the PVA TePla Group's leading market positions in the long term in order to benefit sustainably from growing end markets.

In accordance with the Management Board's rules of procedure, certain decisions require the approval of the Supervisory Board.

Management Board and its composition

The Management Board jointly manages the operating business. As of August 1, it consists of two members, Jalin Ketter (CEO) and Carl Markus Groß (CFO).

Name	Position	First appointment	Appointed until
Jalin Ketter	CEO	30.06.2020	20.06.2028
Carl Markus Groß	CFO	01.01.2025	31.12.2027
Oliver Höfer	COO	01.12.2013	24.06.2025

Irrespective of the Management Board's overall statutory responsibility and the duty of its members to cooperate closely and in a spirit of trust, the areas of responsibility of the individual Management Board members are allocated as follows in accordance with the current schedule of responsibilities dated August 1, 2025:

Jalin Ketter, Chairwoman of the Management Board, coordinates the work of the Management Board and is also responsible for the areas of Corporate Strategy including M&A, Human Resources, Global Marketing, Technology/Research & Development (R&D) and Corporate Communications within the PVA TePla Group.

Carl Markus Groß is responsible for Finance, Legal, and Information Technology.

The members of the Management Board are closely involved in operational activities. In view of the small number of Management Board members, no Management Board committees have been established. Irrespective of the Management Board's overall responsibility, each Management Board member manages the business area assigned to them by the rules of procedure independently. A detailed description of responsibilities can be found in the schedule of responsibilities in the Management Board's rules of procedure, which can be downloaded from the Investor Relations/Corporate Governance section of the company's website.

The age limit for the Management Board is 65 and is set out in the rules of procedure for the Management Board.

The remuneration report for the fiscal year 2025 and the auditor's report in accordance with Section 162 AktG, and the applicable remuneration system approved by the Annual General Meeting on August 30, 2024 in accordance with Section 87a (1) and (2) sentence 1 AktG are publicly available at [PVA TePla AG | Corporate Governance](#).

Working methods of the Management Board

The Management Board of PVA TePla AG determines the corporate objectives, strategic direction, corporate policy and Group organization. In particular, this includes the management of the Group, including its financial resources, the coordination and monitoring of the divisions, personnel planning and the presentation of the company to the capital market and the public.

In accordance with the Management Board's rules of procedure and schedule of responsibilities, the Chairwoman of the Management Board is responsible in particular for managing and coordinating the Group Management Board. She represents the company and the Group vis-à-vis third parties and the workforce in matters that do not only affect parts of the company or the Group. In addition, she has special responsibility for certain areas of responsibility in accordance with the schedule of responsibilities and the strategic development of the company.

Management Board resolutions are passed in meetings. The meetings of the Management Board are chaired by the Chairwoman of the Management Board. Any member of the Management Board may request that a meeting be convened, stating the subject of the meeting. The full Board of Directors passes resolutions by a simple majority of the participating members. In the event of a tie, the Chairwoman of the Management Board has the casting vote. The aforementioned casting vote only applies if the Management Board consists of more than two people. If the

Management Board consists of only two members, as is currently the case, the proposed resolution must be submitted to the Chairman of the Supervisory Board for mediation in the event of a tie.

The Management Board's rules of procedure also provide for a catalog of measures that require discussion and decision-making by the Management Board as a whole, such as determining the corporate objectives of the company and the Group. There is also a catalog of business transactions that require the approval of the Supervisory Board. These include the adoption of the annual corporate plan, the raising of bonds or financial loans as well as transactions and measures that lead to a significant change in the company's development. Executive Board meetings are also held regularly and are also attended by the managing directors of the subsidiaries.

The Management Board reports regularly, promptly and comprehensively to the Supervisory Board on all key issues relating to business development, corporate strategy and potential risks.

Long-term succession planning for the Management Board and diversity concept

It is of great importance for PVA TePla to fill the Management Board with suitable candidates. Following the generational change in the Management Board, the Supervisory Board is also pursuing long-term succession planning. In doing so, the Nomination Committee is guided by the requirements and skills profile that has been drawn up, which is regularly reviewed and adjusted.

In the course of succession planning, the Supervisory Board and Management Board will also consider potential internal candidates for the Management Board.

When considering which personalities would best complement the Management Board as a body, the Supervisory Board also takes diversity into account as part of long-term succession planning. The Supervisory Board understands diversity as a point of consideration to mean, in particular, different, complementary professional profiles, professional, educational and life experience, including international experience, age and appropriate representation of both genders.

Irrespective of individual criteria, the Supervisory Board is convinced that ultimately only the holistic assessment of the individual personality can be decisive for an appointment to the Management Board of PVA TePla AG. The Supervisory Board considers the following criteria to be essential for the Management Board as a whole:

- Many years of management experience in scientific, technical and commercial fields of work
- International experience due to origin and/or professional activity
- A balanced age structure to ensure the continuity of the Management Board's work and enable smooth succession planning

Potential succession issues are identified together with the Management Board and an action plan is adopted for the specific individual case. In doing so, the Supervisory Board takes into account the following aspects in particular:

- Early identification of suitable candidates from different disciplines and of different genders
- Systematic development of managers through the successful assumption of tasks with increasing responsibility, preferably in different businesses, regions and functions
- Proven, successful strategic and operational drive and leadership skills, particularly in challenging business conditions

The Supervisory Board fills Executive Board positions based in particular on the professional and personal suitability of the candidates. In the case of equal suitability, the Supervisory Board will take diversity into account

and also pay attention to the proportion of women. When appointing members of the Management Board, the Supervisory Board will therefore not only ensure that the persons appointed have the personal and professional qualifications and experience required to perform the office. It will also strive to ensure that the Management Board is characterized by a diversity of opinions and experience among its members. At present, the Management Board has one male and one female member. The quota of women on the Management Board is therefore 50%. A target of 30% has currently been defined for the proportion of women on the Management Board until December 31, 2026.

Composition of the Supervisory Board

In accordance with the Articles of Association, the Supervisory Board of PVA TePla AG consists of four members. The Supervisory Board elects a Chairperson and a Deputy Chairperson from among its members. The Chairwoman of the Supervisory Board convenes and chairs the meetings of the Supervisory Board. If she is unable to attend, her deputy takes over this task. The Supervisory Board has adopted rules of procedure. They define the tasks, rights and duties of the Supervisory Board, the organization of meetings and resolutions and the formation of committees. The Chairwoman of the Supervisory Board is generally prepared to hold discussions with investors on topics specific to the Supervisory Board, but only insofar as these take place within an appropriate framework and the topics fall within the sole competence of the Supervisory Board.

- Dr. Myriam Jahn, Chairwoman of the Supervisory Board, German nationality, * 1968
- Christoph Seidel, Deputy Chairman of the Supervisory Board, German nationality, * 1968
- Rudolf Weichert, German nationality, * 1963
- Prof. Dr. Ingrid De Wolf, Belgian nationality, * 1960

Dr. Myriam Jahn has been a member of the Supervisory Board since 2023 (appointed until 2027), **Christoph von Seidel** since 2024 (appointed until 2029), **Rudolf Weichert** since 2025 (appointed until 2028) and **Prof. Dr. Ingrid De Wolf** since 2025 (appointed until 2028). The objectives adopted by the Supervisory Board for its composition and the diversity concept were taken into account in the appointment process.

The age limit for members of the Supervisory Board is 70 years and is laid down in the Supervisory Board's rules of procedure.

Information on other mandates held by Supervisory Board members is available at <https://www.pvatepla.com/en/management/>. The remuneration of the Supervisory Board members is reported in the separate remuneration report, which is available in the Investor Relations/Corporate Governance section of our website.

Functioning of the Supervisory Board

The Supervisory Board has the task of advising and monitoring the Management Board in the management of PVA TePla AG. It has adopted rules of procedure. The rules of procedure for the Supervisory Board are available on the company's website in the Investor Relations/Corporate Governance section.

The Chairman of the Supervisory Board is elected by its members. The Supervisory Board consults regularly. It carries out its activities in accordance with the statutory provisions, the articles of association, its rules of procedure and its resolutions. In accordance with the statutory provisions, the Supervisory Board monitors the Management Board in the performance of its activities and the management of the company. In particular, it accompanies the Management Board in critical discussions on fundamental issues relating to the company's direction. These include, in particular, the annual corporate planning and the preparation of the financial statements, but also fundamental issues relating to the strategic direction and further development of the company. The Supervisory Board also reports on the scope of its work in its report to the Annual General Meeting.

The Supervisory Board is informed in detail about the company's economic situation and business performance at four ordinary meetings per year. The Supervisory Board also holds extraordinary meetings in the event of special external or internal events. The meetings of the Supervisory Board are convened by the Chairman or, if he is unable to do so, by his deputy, giving at least seven days' notice, except in urgent cases in which the notice period may be shortened. Resolutions of the Supervisory Board are passed by a simple majority of votes. If a vote in the Supervisory Board results in a tie, the Chairperson of the Supervisory Board shall have two votes in the event of a new vote on the same matter if this also results in a tie. The Management Board attends Supervisory Board meetings as required and reports in writing and orally on the individual agenda items and draft resolutions and answers questions from the members of the Supervisory Board. Reports with explanations of key corporate financial and non-financial figures from the Management Board provide the Supervisory Board with an insight into the business situation. In addition to the meetings and reports, the members of the Supervisory Board keep themselves informed in regular discussions with the Management Board.

At regular intervals, the Supervisory Board reviews the efficiency of its work by interviewing the members of the Supervisory Board and the Executive Board using a structured questionnaire.

Committees of the Supervisory Board

The Supervisory Board of PVA TePla AG has formed two committees: an Audit Committee and a Personnel and Nomination Committee. The Supervisory Board may also form further committees from among its members.

The **Audit Committee** has three members and deals in particular with the audit of accounting, the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system as well as the audit of the financial statements and compliance. In particular, the accounting comprises the consolidated financial statements and the combined management and Group management report (including non-financial reporting), interim financial reports and the separate financial statements in accordance with the German Commercial Code (HGB). The Chairman of the Audit Committee is Christoph von Seidel. He fulfills the statutory requirements for independence and expertise in the areas of accounting and auditing. Rudolf Weichert also fulfills the requirements in the areas of accounting and auditing. The other members of the Audit Committee are Dr. Myriam Jahn and Rudolf Weichert.

The **Personnel and Nomination Committee** consists of three members and is chaired by Dr. Myriam Jahn. The other members are Christoph von Seidel and Rudolf Weichert. The committee makes election proposals to the full Supervisory Board in the event of new appointments to executive bodies and deals with succession planning for positions on the Supervisory Board. The committee also deals with issues relating to remuneration and the conclusion, amendment, extension and termination of the employment contracts of Management Board members.

Diversity concept for the Supervisory Board

The Supervisory Board of PVA TePla AG, which currently consists of four members, aims to achieve a composition of the Supervisory Board that takes into account the following elements in view of the company's specific situation, its business purpose and its size:

On the shareholder side, all persons without potential conflicts of interest should be represented on the Supervisory Board, in particular without such conflicts of interest that may arise due to a consultancy or board function with customers, suppliers, lenders or other third parties.

The Supervisory Board will continue to pay attention to diversity in the form of age, educational and professional background, internationality and the proportion of women when proposing candidates to the Annual General Meeting.

Competency profile of the Supervisory Board

The Supervisory Board has adopted a comprehensive requirements profile for its composition, which includes both the skills profile required by the German Corporate Governance Code (GCGC) and the diversity concept required by Section 289f (2) no. 6 of the German Commercial Code (HGB). The requirements profile is available on our website in the Investor Relations/ Corporate Governance section.

Based on the objectives for its composition, the Supervisory Board has prepared the following overview of the current status of implementation in the form of a skills matrix:

Competency requirements

Dr. Myriam Jahn

Christoph von Seidel

Rudolf Weichert

Prof. Dr. Ingrid De Wolf

Period of affiliation				
Member since	2023	2024	2025	2025
General suitability				
Independence	Fulfilled	Fulfilled	Fulfilled	Fulfilled
No overboarding	Fulfilled	Fulfilled	Fulfilled	Fulfilled
Diversity				
Gender	Female	Male	Male	Female
Year of birth (age)	1968 (57 years)	1968 (57 years)	1963 (62 years)	1960 (65 years)
Nationality	German	German	German	Belgian
International experience	Fulfilled	Fulfilled	Fulfilled	Fulfilled
Educational background	Electrical engineering, business administration, computer science	Business administration	Business administration	Physics

Professional knowledge

Experience at senior level of a technology company in a medium-sized and international environment, preferably e.g. C/NED level of a listed company				
Experience in PVA TePla AG's target industries, in particular energy, decarbonization, mobility or semiconductor and semiconductor equipment market from a customer and technology perspective				
International management and organizational development experience (especially for the main sales markets of PVA TePla AG)				
Experience with strategy development, implementation and the resulting transformation processes in rapidly changing markets				
Information technology: digital business development, digital operations, core IT expertise, governance and cyber risk				
Technology: In-depth expertise in innovation, development, application and digitalization of products				
Finance: Expertise in accounting, corporate planning and management as well as ICS in the Supervisory Board and Audit Committee in accordance with the GCGC and the new Sections 100 (5), 107 (4) sentence 3 AktG as part of the Financial Market Integrity Security Act (FISG)				
Audit of financial statements: expertise in internal auditing and reporting in the Supervisory Board and Audit Committee in accordance with the GCGC and the new Sections 100 (5), 107 (4) sentence 3 AktG as part of the Financial Market Integrity Security Act (FISG)				
Capital market experience, in particular in connection with M&A and the legal framework provided by stock exchange listings, as well as in the area of compliance.				
Environment: Experience with environmental standards and regulation, especially in decarbonization and international engineering				

Social: Experience in social and socio-political developments and international human resources development				
Governance: National and international legal and regulatory framework for corporate processes and products at supervisory board or committee level				

Diversity

The Management Board and Supervisory Board of PVA TePla AG rely on the diversity and variety of its employees. For the PVA TePla Group, they form the basis of an efficient and successful company. Our activities are aimed at bringing together the right people to tackle our challenges and creating a working culture that promotes the performance, motivation and satisfaction of our employees and managers.

Management level below the Management Board

Below the Management Board in the PVA TePla AG holding company, there is a management level whose members have been appointed as authorized signatories. In May 2023, a target of 30% was set for the proportion of women in this management level, which is currently achieved at 50%. The company aims to at least maintain this target by December 31, 2026.¹

Management Board

The Supervisory Board fills Executive Board positions based in particular on the professional and personal suitability of the candidates. In the case of equal suitability, the Supervisory Board will take diversity into account and also pay attention to the proportion of women. When appointing members of the Management Board, the Supervisory Board will therefore not only ensure that the persons appointed have the personal and professional qualifications and experience required to perform the office. It will also strive to ensure that the Management Board is characterized by a diversity of opinions and experience among its members.

At present, the Management Board has one female and one male member. The proportion of women on the Management Board is therefore 50%. A target of 30% has currently been defined for the proportion of women on the Management Board by December 31, 2026.

Supervisory Board

The Supervisory Board currently consists of two male members and two female members. A target of 25% has been set for the proportion of women on the Supervisory Board by December 31, 2026, which has currently been reached at 50%. With regard to the issue of gender equality, the Supervisory Board is guided in its proposals for the election of new Supervisory Board members to the Annual General Meeting in particular by the professional and personal suitability of the candidates. In the case of equal suitability, the Supervisory Board will take diversity into account.

Wettenberg, March 11, 2026

PVA TePla AG

For the Management Board

Jalin Ketter

CEO

Carl Markus Groß

CFO

¹ As part of our sustainability reporting, we report on the proportion of women in the first and second management levels of the Group, i.e. including all Group companies.