

28 November 2024

Resolution of the Management Board and the Supervisory Board of ATOSS Software SE

The Management Board and Supervisory Board of ATOSS Software SE (hereinafter referred to as the “Company”) hereby issue the following Declaration of Conformity pursuant to Section 161 German Stock Corporation Act (*Aktiengesetz, AktG*) with regard to the recommendations of the “Government Commission on the German Corporate Governance Code” and will ensure that it is published on the Company's website.

DECLARATION OF CONFORMITY pursuant to Section 161 AktG

The Management Board and Supervisory Board of ATOSS Software SE basically welcome the intention of the Government Commission on the German Corporate Governance Code to provide transparent guidelines as a valuable guide and support to action for proper company management. However, according to the nature of the Code, it does not have a comprehensive binding effect in the sense that deviations would be fundamentally excluded or that the Company would be prohibited from deviating from the conduct recommendations due to specific requirements in the course of the Company's business. In the latter case, deviations may occur in individual cases, even if contrary to the following Declaration of Conformity. We will also disclose and explain such deviations in future Declarations of Conformity.

In light of the above, the Management Board and Supervisory Board of ATOSS Software SE declare that, with the exception of the following deviations, the German Corporate Governance Code in the version dated 28 April 2022 has been complied with since the submission of the last regular declaration on 7 December 2023 and will be complied with in the future in the version.

Deviations:

- The German Corporate Governance Code recommends in the Clause B.2 that the Supervisory Board, together with the Management Board, shall ensure long-term succession planning and describe the approach in the corporate governance statement. According to the long-term commitment as well as the current age structure of the entire Management Board, the Supervisory Board carries out succession planning as part of its ongoing activity and accordingly does not state the approach in the corporate governance statement.
- There is no mandatory age limit for members of the Management Board and Supervisory Board, as the bodies' professional qualifications are of overriding importance (Clauses B.5 and C.2 of the German Corporate Governance Code).
- The German Corporate Governance Code recommends under Clause C.1 that the Supervisory Board shall determine specific objectives regarding its composition and prepare a profile of skills for the entire body. In doing so, it should pay attention to diversity. The competence profile should also include expertise on sustainability issues that are significant for the Company. Proposals of the Supervisory Board to the Annual General Meeting shall take these objectives into account and at the same time aim at filling the skills' profile for the entire body. The status of implementation is to be disclosed in the form of a qualification matrix in the corporate governance statement. These recommendations are not complied with, since, in the opinion of ATOSS Software SE's Supervisory Board, such a target setting is not necessary for the effective and successful work of the Supervisory Board consisting of four members.

However, information on what the shareholder representatives consider to be an appropriate number of independent shareholder representatives on the Supervisory Board and the names of these members will be disclosed in the corporate governance statement. The Supervisory Board will examine the extent to which these further recommendations can be complied with in future.

- The German Corporate Governance Code recommends in the Clauses D.2 and D.4 the formation of committees with relevant specialist expertise and in particular the formation of a nomination committee. Due to the size of the company and the Supervisory Board, ATOSS Software SE continues to refrain from establishing Supervisory Board committees other than the Audit Committee. ATOSS Software SE is of the opinion that with a Supervisory Board consisting of four members, the efficiency of the Supervisory Board's work would not be increased by the formation of further committees.
- The recommendation of the German Corporate Governance Code under Clause D.6 for Supervisory Board's meetings on a regular basis, even without the Management Board is waived, as both the Management Board and the Supervisory Board are of the opinion that the flow of information and the discussion of issues affecting the Company is best ensured only within the framework of joint meetings.
- Clause D.12 of the German Corporate Governance Code recommends that the Supervisory Board regularly assess how effective it as a whole and its committees fulfil their tasks; this should be reported on in the corporate governance statement. Due to the size of Supervisory Board and the regular exchange of information between the members of the Supervisory Board at Supervisory Board meetings, ATOSS Software SE refrains from carrying out a self-assessment and accordingly does not report on this in the corporate governance statement.
- With regard to the disclosure of the mandatory financial information during the year, it is recommended by Clause F.2 that these be made publicly available within 45 days from the end of the reporting period. The Company publishes a comprehensive overview of key figures (turnover, types of turnover, operating result - EBIT -, earnings before taxes - EBT -, net result, net result per share) within less than 30 days and the complete interim report within two months after the end of the quarter. Through this stepped publication practice, the Company also provides the capital market with particularly timely and comprehensive information outside of *ad-hoc* information required. The Company will continue this publication practice to ensure that capital market information is as up-to-date as possible.
- The remuneration system for the Management Board most recently approved by the Annual General Meeting 2021 does not comply with the recommendations under Clauses G.1 to G.16 of the German Corporate Governance Code in the following points:
 - The recommendation pursuant to Clause G.7, sentence 1 of the German Corporate Governance Code, according to which the Supervisory Board shall establish the performance criteria covering all variable remuneration components for each Management Board member for the forthcoming financial year, which are mainly geared towards strategic goals in addition to operational ones, is not followed insofar as no further performance criteria are determined within the framework of the share-price-oriented remuneration component, the restricted stock units. The direct connection of this remuneration element to the share price sets clear incentives to sustainably increase of the Company value and in this way also rewards the relevant performance of the Management Board members. Insofar as Management Board employment contracts that were concluded before the new remuneration system

came into force also provide for the setting of multi-year objectives, which can therefore be set not only “for the upcoming financial year”. (Clause G.7, sentence 1 of the German Corporate Governance Code), but also for assessment periods spanning several financial years. The Supervisory Board considers corresponding objectives to be equally suitable with regard to the assessment of remuneration, also on the basis of long-term performance incentives.

- The remuneration system deviates from the recommendations under Clause G.10 of the German Corporate Governance Code, as the variable remuneration amounts are not predominantly invested in shares or granted on a correspondingly share-based basis and the Management Board member may dispose of the granted long-term variable amounts only after a period of four years. With the restricted stock units, a share-based remuneration component with stepped vesting periods of up to 60 months after allocation is provided in principle, with a share of up to 40% in the variable remuneration. In the opinion of the Supervisory Board, this ensures sufficiently effective and at the same time balanced opportunities to harmonise the interests of Management Board members and shareholders in a long-term increase in the corporate value of ATOSS Software SE.
- Furthermore, the remuneration system does not fully comply with the recommendation under Clause G.11, sentence 2 of the German Corporate Governance Code insofar as the Supervisory Board can contractually retain variable remuneration if justified (so-called malus), but cannot reclaim it (so-called clawback). Insofar as Management Board employment contracts were concluded before the new remuneration system came into force, there is no contractual possibility of withholding or reclaiming variable remuneration elements (malus and clawback).. The Supervisory Board considers the deviations from the recommendation under Clause G.11, sentence 2 DCGK to be justified also with regard to the already statutory prescribed directors’ liability regime.
- Clause G.17 of the German Corporate Governance Code recommends that also the higher time commitment of the members of committees be appropriately taken into account for the remuneration of Supervisory Board members. The Supervisory Board has only established an Audit Committee. ATOSS Software SE deviates from the recommendation under Clause G.17 of the German Corporate Governance Code only to the extent that no separate remuneration is paid to the other members of the audit committee. For the ordinary members of the audit committee, the audit committee activities, which were previously the responsibility of the full supervisory board, do not result in a greater time commitment than before.

Munich, 28 November 2024



Moritz E. Zimmermann
Chairman of the Supervisory Board



Andreas F.J. Obereder
Chairman of the Management Board