

Declaration of compliance with the German Corporate Governance Code pursuant to section 161 of the German Stock Corporation Act

The Management and Supervisory Boards at Bertrandt Aktiengesellschaft declare herewith that, in compliance with section 161 of the German Stock Corporation Act (AktG), the recommendations from the governing commission of the German Corporate Governance Code (GCGC) in the version dated December 16, 2019 – released in the German Federal Gazette on March 20, 2020 (hereinafter also referred to as "GCGC 2020") - until it was replaced by the version of the Code dated April 28, 2022 with effect from June 27, 2022 were generally adhered to. The recommendations listed under Sections A.1, A.2 Sentence 1 final Half Sentence, B.2 final Half Sentence, B.3, C.1, C.4 to C.9, C.10 Sentence 1 first and third alternative, C.11 to C.13, D.1 final Half Sentence, D.7, E.1 as well as G.1 to G.3, G.7 Sentence 1, G.9 Sentence 1, G.10, G.11 Sentence 2, G.13 Sentence 2 and G.16 of the GCGC 2020 were not applied. Section F.2 was not adhered to until the publication of the half-year report on 19 May 2022, after which item F.2 was adhered to. Since 26 April 2022, the recommendation under section C.15 sentence 2 GCGC 2020 has been deviated from; in this respect, last year's Declaration of compliance had already been updated during the year with the declaration of April 26, 2022. Since September 20, 2021 the recommendation from C.10 sentence 1 second alternative ("Independence of the Chairman of the Audit Committee") has been applied; in addition, C. 10 sentence 2 was also adhered to.

The recommendations of the government commission of the German Corporate Governance Code in the version dated April 28, 2022 - published in the Federal Gazette on June 27, 2022 (hereinafter also referred to as "GCGC 2022") – were and will be generally adhered to. The recommendations in Sections A.2, B.2 final half-sentence, C.1 and C.6 to C.8, C.10 sentence 1 first and third alternative, C.13, E.1, G.1 to G.3, G.7 sentence 1, G.9 sentence 1, G.10, G.11 sentence 2, G.13 sentence 2 and G.16 GCGC 2022. In addition, the recommendations from A.3, C.4, C.5, C.9 and C.11, C.12, D.1 final half-sentence were not adhered to until September 26, 2022. Furthermore, the recommendation from A.5, final half-sentence, will not be adhered to until probably December 15, 2022.

The Supervisory Board is currently working on a new remuneration system for the Executive Board. It is aiming for a resolution on this in 2022, if possible, so that it can then be presented to the 2023 Annual General Meeting for approval. It expects that this may also result in a further

update of the Declaration of Compliance during the year, as some or all of the above deviations from the recommendations in section G. may no longer apply.

Otherwise the deviations from the individual recommendations are based or were based on the following arguments:

I. Deviations from recommendations of the GCGC 2020 (till June 27, 2022)

A.1 GCGC

Deviations were made from Recommendation A.1. For Bertrandt AG, in the interest of the company, the experience, skills and knowledge of the individual were of primary importance when filling management positions. As far as possible, it should be possible to use the potential of applicants or candidates for management positions in the interests of the company in all countries in which the company was active, free of restrictions or discrimination. The Supervisory Board's Personnel Committee was even expressly obliged by the Supervisory Board's Rules of Procedure to pay attention to diversity in the composition of the Management Board when proposing appointments to the Supervisory Board.

A.2 Sentence 1 final Half Sentence GCGC

Bertrandt AG had an adequate Compliance Management System, based on the risk situation of the company, that was reported on pursuant to the provisions of the Act to strengthen non-financial reporting by companies in their management and group management reports (CSR-Richtlinie-Umsetzungsgesetz). However, since the Code has not defined which demands in detail result from A.2 Sentence 1 final Half Sentence GCGC, the Company declared last year with utmost precaution that deviations were and will be made from A.2 Sentence 1 final Half Sentence GCGC.

B.2 final Half Sentence GCGC

Together with the Management Board, the Supervisory Board ensures long-term succession planning. In order to ensure the effectiveness of the procedure and a reliable confidentiality necessary in the interest of the company, no detailed report shall be made on this.

B.3 GCGC

A deviation was declared last year purely as a precautionary measure. In the case of possible new appointments, particularly high-performing candidates sometimes require employment contracts that exhaust the legally prescribed period of employment. In the interest of the company, they should not be excluded from the pool of candidates per se. There were no new appointments in the reporting period; therefore, no use was made of the reserved deviation from B.3 GCGC.

C.1 and C.4 to C.9, C.10 Sentence 1 first and third alternative, C.11 to C.13 GCGC

C.1 and C.4 to C.13 GCGC contain various recommendations concerning the composition of the Supervisory Board and the election of Supervisory Board members, for example with respect to their independence, from which a deviation had already been declared or rather announced last year.

The members of the company's Supervisory Board were newly elected in 2019 for a term of office until the end of the Annual General Meeting that resolves on the discharge for the fourth fiscal year after the beginning of the term of office.

The recommendations of the German Corporate Governance Code in this respect are to be evaluated and discussed in good time before a new election to the Supervisory Board by the Annual General Meeting 2024. Therefore, as a precautionary measure and in order not to anticipate these consultations, a comprehensive deviation from the recommendations C.1 and C.4 to C.13 GCGC was declared last year. However, in deviation from this, it was already declared and announced last year that since September 20, 2021 the recommendation from C.10 sentence 1 second alternative ("Independence of the Chairman of the Audit Committee") were and will be adhered to; moreover, in the reporting period C. 10 sentence 2 was also adhered to.

C.15 Sentence 2 GCGC

The Code recommends in Clause C.15, Sentence 2 that an application for the judicial appointment of a shareholder representative to the Supervisory Board shall be limited in time until the next Annual General Meeting. In view of the remaining term of office of the former Supervisory Board member Horst Binnig, who resigned from his office with effect from the end of

30 April 2022, a deviation was already declared in the update of the Declaration of Conformity of 26 April 2022, so that the company was given the opportunity to apply for a judicial appointment also for the remaining term of office of the resigning Supervisory Board member, which was then also used for the judicial appointment of Mr Matthias Benz

D.1 final Half Sentence GCGC

The proven practice that only the Articles of Association of the Company are made available together with the Declaration of Conformity on the website in the Corporate Governance section was continued.

D.7 GCGC

The Supervisory Board met as required (for example in cases covered by section 109 para.1, sentence 3 AktG), but not regularly without members of the Executive Board.

E.1 GCGC

In its Rules of Procedure, the Supervisory Board has independently regulated the handling of conflicts of interest in deviation from the recommendations in E.1 GCGC. The Rules of Procedure require each member of the Supervisory Board to disclose conflicts of interest to the Chairman of the Supervisory Board; the Chairman of the Supervisory Board is obliged to disclose them to his Deputy. These provisions go beyond the recommendations of the GCGC and do not differentiate between whether conflicts of interest are material or temporary, but cover all possible conflicts. In the interest of the company, a waiver of the public treatment of such communications shall allow the members of the Supervisory Board to confidentially discuss even mere apparent cases with the Chairman.

In the opinion of the company, however, the Rules of Procedure for the Executive Board complied with the recommendations of E.2 GCGC in the reporting period. The deviation announced in the previous year as a precautionary measure was based solely on the fact that the company does not have a chairperson or spokesperson of the Executive Board.

F.2 GCGC

Bertrandt AG's reporting meets the statutory requirements as well as the published expectations of the stock exchange. In the 2021/2022 financial year, the Company did not publish the first quarterly report and the half-year report within 45 days of the end of the reporting period, but

instead made use of the so-called "grace period" of a few additional days granted by the stock exchange over and above the deadlines set out in recommendations F.2 (see the "Guide to the DAX Equity Indices", section 4.1.1.1). However, the recommendations in F.2 were adhered to since publication of the half-year report in the current financial year on May 19, 2022.

G.1 GCGC

Bertrandt AG's remuneration system, which was approved by the Annual General Meeting on February 26, 2021, does not specify any target remuneration or relative proportions of fixed and variable remuneration. Nor are any non-financial performance criteria defined. For the Supervisory Board, the described linking of compensation to a key performance indicator of the management of the Group across its various levels is a point that is not insignificant for the functionality of the compensation system. In the compensation system, the Management Board is incentivized by the Bertrandt Group's EBIT resulting from IFRS accounting because this not only underscores the respective strength of the core business but, especially in the multi-year linkage, is also intended to ensure the financial basis for implementing the corporate strategy in the sense of the Company's long-term and sustainable development. For this reason, an annual setting of a specific EBIT target in euros is not used to determine target achievement; instead, the compensation is based on a specific, fixed percentage of the EBIT achieved. There is no fixed weighting of the individual compensation components; it changes annually according to the amount of the variable compensation in relation to the fixed compensation components and the fringe and pension benefits.

G.2 GCGC

The described deviation from G.1 automatically also results in a deviation from G. 2, because a target compensation according to G.1 is assumed here.

G.3 GCGC

The Supervisory Board ensures that the compensation of the Management Board is in line with market practice and reviews this annually. For this purpose, it uses both a horizontal and a vertical comparison. The horizontal comparison takes into account not only the different levels of compensation paid by listed stock corporations in the MDAX, TecDax and SDAX, but also relevant market experience elsewhere. In the vertical comparison, the Supervisory Board takes into account the development of Management Board remuneration compared with the

remuneration of senior management and the total workforce of the Bertrandt Group in Germany. A dedicated peer group comparison is not made due to the lack of a sufficient number of listed companies comparable to the Company that offer development solutions for the international automotive and aviation industries as well as the mechanical and plant engineering, energy, medical technology and electrical industries.

G.7 Sentence 1 GCGC

In the compensation system, the Management Board is incentivized by the Bertrandt Group's EBIT resulting from IFRS accounting because this not only underscores the respective strength of the core business but, especially in the multi-year link, is also intended to ensure the financial basis for implementing the corporate strategy in the sense of the Company's long-term and sustainable development. For this reason, an annual definition of a specific EBIT target in euros is not used to determine target achievement; instead, the compensation is based on a specific, fixed percentage of the EBIT achieved.

G.9 Sentence 1 GCGC

The variable, performance-related compensation consists in principle solely of a performance-related bonus linked to the Bertrandt Group's EBIT resulting from IFRS accounting. A separate determination of target achievement by the Supervisory Board is therefore unnecessary.

G.10 GCGC

Share-based compensation is not granted as a compensation component under the compensation system; there is also no obligation to invest in shares. Stock market prices are also known to be subject to a variety of influences that are independent of the development of the Company and any performance of its Management Board. The variable, performance-related compensation consists solely of a performance-related bonus linked to the Bertrandt Group's EBIT resulting from IFRS accounting. The basis for calculating the bonus is the EBIT achieved in each of two consecutive fiscal years. The purpose of this is to remunerate work performed in a way that is comprehensible and results-oriented.

G.11 Sentence 2 GCGC

So-called "clawback" provisions on the recovery of variable compensation already paid, namely in the event of a breach of the duties of an Management Board member, have not been

implemented in the compensation system. Although such regulations are widespread in other countries, Bertrandt AG does not see any discernible need for them in view of the statutory liability provisions contained in Section 93 of the German Stock Corporation Act (AktG), the second sentence of which even imposes on the Management Board member the burden of proving that he has exercised the due care and diligence of a prudent and conscientious manager.

G.13 Sentence 2 GCGC

Whether, in the event of a subsequent non-competition clause, the severance payment is to be offset against the non-competition compensation should not be decided in the abstract, but in the specific situation in the interests of the company. There were no such decisions in the reporting period.

G.16 GCGC

When assuming non-group Supervisory Board mandates, the Supervisory Board should decide, according to this recommendation, whether and to what extent the remuneration is to be taken into account. The Management Board contracts have so far only contained a reservation of approval with regard to the “whether” of an activity, but do not regulate a reservation regarding the “how”, which is why the Supervisory Board cannot unilaterally decide on any crediting.

II. Deviations from recommendations of the GCGC 2020 (from June 27, 2022)

A.2 GCGC

Deviations were and are to be made from recommendation A.2. For Bertrandt AG, in the interest of the company, the experience, skills and knowledge of the individual were and are of primary importance when filling management positions. The potential of applicants or candidates for management positions shall be used in the interests of the company in all countries in which the company is active, free of restrictions or discrimination. The Supervisory Board's Personnel Committee is even expressly obliged by the Supervisory Board's Rules of Procedure to pay attention to diversity in the composition of the Management Board when proposing appointments to the Supervisory Board.

A.3 GCGC

Bertrandt is also including sustainability-related targets in the IKS and the risk management system from September 26, 2022, thus complying with the new recommendation. A deviation must be declared till this date because Bertrandt required a transitional period to implement the new recommendation appropriately.

A.5 final Half Sentence GCGC

The management report of Bertrandt Aktiengesellschaft as per September 30, 2021 includes a description of the main features of the internal control system and the risk management system. The next management report as per September 30, 2022, which is expected to be published on December 15, 2022, will additionally include a statement on the adequacy and effectiveness.

B.2 final Half Sentence GCGC

Together with the Management Board, the Supervisory Board ensures long-term succession planning. In order to ensure the effectiveness of the procedure and a reliable confidentiality necessary in the interest of the company, no detailed report shall be made on this.

C.1 and C.4 to C.9, C.10 Sentence 1 first and third alternative, C.11 to C.13 GCGC

C.1 and C.4 to C.13 GCGC contain various recommendations concerning the composition of the Supervisory Board and the election of Supervisory Board members, for example with respect to their independence.

The members of the company's Supervisory Board were newly elected in 2019 (therefore before the new version of the GCGC) for a term of office until the end of the Annual General Meeting that resolves on the discharge for the fourth fiscal year after the beginning of the term of office.

The recommendations of the German Corporate Governance Codex in this respect are to be evaluated and discussed in good time before a new election to the Supervisory Board by the Annual General Meeting 2024. Therefore, as a precautionary measure and in order not to anticipate these consultations, a comprehensive deviation from the recommendations C.1 and C.6, C.7, C.8, C.10 Sentence 1 first and third alternative and C.13 GCGC is currently declared.

For the company, the experience, skills and knowledge of the individual members of the Supervisory Board as well as for other management positions in the company have been and still are of primary importance. Apart from that, the business model of Bertrandt AG is based among other factors, on a reliable confidentiality with regard to our customer`s development processes and innovation cycles as well as on an effective protection of our customer`s business secrets; to strengthen the customer`s confidence in those company processes, there is no representative of an shareholder on the Supervisory Board of the Company, who is at the same time also a customer of the Company.

As already explained above with regard to the GCGC 2020, the recommendation from C.10 sentence 1 second alternative ("Independence of the chairperson of the audit committee") will be adhered to since September 20, 2021; in addition, C.10 sentence 2 was also adhered to in the reporting period.

With regard to the deviations from C.4, C.5, C.9, C.11 and C.12 until September 26, 2022, reference can be made to the above statements on the GCGC 2020 with the same wording. In partial anticipation of the announced comprehensive reassessment for the next election of the Supervisory Board, the Executive Board and Supervisory Board have already decided on September 26, 2022 to also adhere to these recommendations in the future.

D.1 final Half Sentence GCGC

The Supervisory Board has had Rules of Procedure for the Supervisory Board for decades, as recommended by the Code. As of September 26, 2022, these shall now also be published on the company's website

E.1 GCGC

In this respect, reference can be made to the above remarks on the recommendations of the GCGC 2020 with identical wording regarding E.1.

G.1 GCGC

In this respect, reference can be made to the above remarks on the recommendations of the GCGC 2020 with identical wording regarding G.1 but also to the reference to ongoing consultations on a change in the remuneration system under the Declaration of Compliance

G.2 GCGC.

The described deviation from G.1 automatically results in a deviation from G.2, because a target remuneration according to G.1 is assumed here.

G.3 GCGC

The Supervisory Board ensures that the compensation of the Management Board is in line with market practice and reviews this annually.

Also in this respect, reference can be made to the above explanations on the identical wording of the recommendations of the GCGC 2020 on G.3, but also to the reference to ongoing consultations on a change in the remuneration system under the Declaration of Compliance.

G.7 Sentence 1 GCGC

In the compensation system, the Management Board is incentivized by the Bertrand Group's EBIT resulting from IFRS accounting because this not only underscores the respective strength of the core business but, especially in the multi-year link, is also intended to ensure the financial basis for implementing the corporate strategy in the sense of the Company's long-term and sustainable development. Also in this respect, reference can be made to the above remarks on the recommendations of the GCGC 2020 on G.7, which have the same wording, but also to the reference to ongoing consultations on a change in the remuneration system under the Declaration of Compliance.

G.9 Sentence 1 GCGC

The variable, performance-related compensation consists in principle solely of a performance-related bonus linked to the Bertrand Group's EBIT resulting from IFRS accounting. A separate determination of target achievement by the Supervisory Board is therefore unnecessary. Also in this respect, reference can be made to the above remarks on the recommendations of the GCGC 2020 on G.9, which have the same wording, but also to the reference to ongoing consultations on a change in the remuneration system under the Declaration of Compliance.

G.10 GCGC

Share-based compensation is not granted as a compensation component under the compensation system; there is also no obligation to invest in shares. Also in this respect,

reference can be made to the above remarks on the recommendations of the GCGC 2020 on G.10, which have the same wording, but also to the reference to ongoing consultations on a change in the remuneration system under the Declaration of Compliance.

G.11 Sentence 2 GCGC

So-called "clawback" provisions on the recovery of variable compensation already paid, namely in the event of a breach of the duties of an Management Board member, have not been implemented in the compensation system. Also in this respect, reference can be made to the above remarks on the recommendations of the GCGC 2020 on G.11, which have the same wording, but also to the reference to ongoing consultations on a change in the remuneration system under the Declaration of Compliance.

G.13 Sentence 2 GCGC

Whether, in the event of a subsequent non-competition clause, the severance payment is to be offset against the non-competition compensation should, also in the future, not be decided in the abstract, but in the specific situation in the interests of the company. There were no such decisions in the reporting period. Also in this respect, reference can be made to the note on ongoing consultations on a change in the remuneration system under the declaration of compliance.

G.16 GCGC

When assuming non-group Supervisory Board mandates, the Supervisory Board should decide, according to this recommendation, whether and to what extent the remuneration is to be taken into account. The Management Board contracts have so far only contained a reservation of approval with regard to the "whether" of an activity, but do not regulate a reservation regarding the "how", which is why the Supervisory Board cannot unilaterally decide on any crediting. In this respect, too, reference can be made to the note on ongoing consultations on a change in the remuneration system under the declaration of compliance.

Ehningen, September 26, 2022

The Supervisory Board

Dietmar Bichler
Chairman

Wilfried Sihm
Deputy Chairman

The Management Board

Hans-Gerd Claus
Member of the Board

Michael Lücke
Member of the Board

Markus Ruf
Member of the Board