

CECONOMY

Declaration

of November 2022 on the Corporate Governance of the CECONOMY Group

This declaration on the corporate governance is based on Section 315d and Section 289f of the German Commercial Code (*Handelsgesetzbuch – HGB*), in the version that was applicable at the time of the issuance of the declaration, as well as on the German Corporate Governance Code (GCGC) in the version of 28 April 2022, which was published in the Federal Gazette (*Bundesanzeiger*) on 27 June 2022.

The following declaration reflects, amongst other things, the most recent Declaration of Conformity issued by the Management Board and the Supervisory Board of CECONOMY AG pursuant to Section 161 of the German Stock Corporation Act (*Aktiengesetz – AktG*) in September 2022 and contains a description of the functioning of the Management Board, the Supervisory Board and the Supervisory Board committees as well as statements regarding transparency in corporate governance. Information relating to the CECONOMY Group is identified as such.

The Management Board and the Supervisory Board of CECONOMY AG make the standards of good corporate governance a priority and are committed to the principles of transparent, responsible corporate management and control.

The boards have anchored their voluntary commitment to the GCGC in Section 1(2) of the Bylaws of the Management Board of CECONOMY AG and of the Bylaws of the Supervisory Board of CECONOMY AG respectively with the following statement:

“The Management Board and Supervisory Board of the Company align their actions with the relevant recommendations of the German Corporate Governance Code and deviate from the recommendations of the Code only in justified exceptional cases. If the Management Board or the Supervisory Board intends to deviate from a recommendation, the boards inform each other of the planned course of action in advance.”

1. Functioning of the Management Board and the Supervisory Board

A key element of the corporate governance of German public limited companies is the separation between corporate management and corporate control. Tasks and responsibilities are clearly divided between the Management Board and the Supervisory Board of CECONOMY AG.

Both boards perform their tasks for the benefit of the Company and with the aim of sustainably increasing its value. Their actions are based on responsible corporate governance. Consequently there is a close working relationship based on trust between the Management Board and the Supervisory Board of CECONOMY AG:

a. Management Board

The power to manage the Company lies with CECONOMY AG's Management Board, which has two members at the time of the issuance of this declaration, as stipulated by Section 76 (2) sentence 2 of the German Stock Corporation Act (AktG) and Section 5 (1) of CECONOMY AG's Articles of Association. Pursuant to the Schedule of Responsibilities, which is attached as an appendix to the Bylaws for the Management Board, in the version of 5 July 2021, the responsibilities designated below are assigned to the members of the Management Board:

- Dr Karsten Wildberger (Chair and Labour Director)

Audit & Consulting; Communications, Public Policy; Sustainability; Corporate Office; Group Competition & Antitrust; Group Compliance; Data Protection; Group Projects & PMO; Human Resources; M&A; Strategy, Value Creation, Innovation/Digital & Business Development; Pensions; Payroll; IT Management & Services

- Florian Wieser (Chief Financial Officer)

Accounting; Corporate Controlling; Risk Management; Group Corporate Legal; Investor Relations; Tax; Treasury; Insurance

The Management Board runs CECONOMY AG and the corporate group of CECONOMY AG under its own responsibility. The key management tasks of the Management Board include setting the business objectives and the strategic orientation of the Group, its control and monitoring as well as its business planning. In addition, the Management Board ensures the availability of investment funds, decides on their allocation within the Group, and is responsible for the recruitment and promotion of highly qualified managers and employees.

Basic rules for the functioning and the collaboration of the Management Board are laid down in Bylaws, which the Supervisory Board has adopted for the Management Board. The members of the Management Board bear joint responsibility for the overall business management. They work together collegially, and continually inform one another of important measures and events within their remits. Regardless of the overall responsibility of the Management Board, the individual members of the Management Board manage their respective remits under their own responsibility. The Management Board of CECONOMY AG has not set up any committees. Matters which require the passing of resolutions by the Management Board as a whole are in principle defined in the Management Board's Bylaws. These include, for example, all fundamental issues of the organisation, the business policy, and the investment and financial planning of CECONOMY AG and of the Group.

Pursuant to its Bylaws, the Management Board generally passes resolutions in meetings, which should take place at least twice a month.

The Management Board informs the Supervisory Board in accordance with the statutory provisions, the provisions of the GCGC, the stipulations in the Bylaws of the Management Board, of the Supervisory Board or of the Audit Committee of the Supervisory Board as well as on the basis of other information requirements of the Supervisory Board in individual cases. The Supervisory Board has formalised the Management Board's obligations to provide information as part of the Bylaws for the Management Board, by means of an information policy and a meeting and standard topic schedule.

The Management Board informs the Supervisory Board of the course of business in a regular, timely and comprehensive manner. It also regularly informs the Supervisory Board of all business planning, business development, risk situation and risk management, compliance and control system issues in the Company. The strategic orientation of the Company is debated in detail and coordinated with the Supervisory Board and its implementation is discussed at regular intervals.

The Management Board informs the Supervisory Board of matters that are of particular importance for the Company without undue delay, either orally or in writing.

b. Supervisory Board

The Supervisory Board of CECONOMY AG advises the Management Board and monitors its management, also with regard to the achievement of the long-term business objectives. Monitoring and advice also include sustainability issues in particular. The Supervisory Board also appoints the members of the Management Board.

In addition to the approval obligations provided for by law and in the Company's Articles of Association, the Supervisory Board has, in the Management Board's Bylaws, defined further approval requirements of its own for certain types of measures and transactions by the Management Board. The Supervisory Board is entitled to declare further transactions and measures as requiring approval by means of a corresponding resolution.

The Supervisory Board of CECONOMY AG holds a minimum of six ordinary meetings per financial year. Provisions on convening meetings and on passing resolutions are laid down in the Supervisory Board's Bylaws.

Details of the activities of the Supervisory Board in the financial year 2021/22 are explained in the Supervisory Board's report for the financial year 2021/22.

The Supervisory Board of CECONOMY AG is composed, pursuant to the statutory provisions and its Articles of Association, of ten representatives of the shareholders and ten representatives of the employees, of which at least 30% are women (i.e. at least six) and at least 30% are men (i.e. at least six).

At the time of the issuance of this declaration the following persons are members of the Supervisory Board of CECONOMY AG:

- Thomas Dannenfeldt (Chair, shareholder representative)
- Sylvia Woelke (Deputy Chair, employee representative)
- Katrin Adt (shareholder representative)
- Wolfgang Baur (employee representative)
- Kirsten Joachim Breuer (employee representative)
- Karin Dohm (shareholder representative)
- Daniela Eckardt (employee representative)
- Sabine Eckhardt (shareholder representative)
- Thomas Fernkorn (employee representative)
- Dr Florian Funck (shareholder representative)
- Ludwig Glosser (employee representative)
- Doreen Huber (shareholder representative)

- Jürgen Kellerhals (shareholder representative)
- Stefanie Nutzenberger (employee representative)
- Claudia Plath (shareholder representative)
- Jens Ploog (employee representative)
- Dr Lasse Pütz (employee representative)
- Erich Schuhmacher (shareholder representative)
- Jürgen Schulz (employee representative)
- Christoph Vilanek (shareholder representative)

The members of the Supervisory Board as a whole have the legally required familiarity with the sector in which CECONOMY AG operates.

The Supervisory Board has defined the competences which, in its opinion, are particularly important for fulfilling its statutory tasks in a competence profile. The current status of the allocation of these competences to the individual members of the Supervisory Board in each case is described below as well as in the Supervisory Board's report for the financial year 2021/22.

The Supervisory Board is supported in its activities by four committees formed from among its members:

Presidential Committee of the Supervisory Board

The tasks assigned to the Presidential Committee of the Supervisory Board are set out on the website www.ceconomy.de/en/ under the heading "Company – Supervisory Board". These tasks include succession planning for the Management Board. For this purpose, the Presidential Committee, together with the responsible departments of the Company, works out the composition of a Group-wide succession and leadership pool in which potential managers are developed and promoted.

In accordance with the Bylaws of the Supervisory Board of CECONOMY AG, the Presidential Committee of the Supervisory Board is chaired by the Chair of the Supervisory Board and the Deputy Chair of the Supervisory Board is, by virtue of this function, also a member of the Presidential Committee of the Supervisory Board.

At the time of the issuance of this declaration the Presidential Committee of the Supervisory Board is made up of:

- Thomas Dannenfeldt (Chair)
- Sylvia Woelke
- Katrin Adt
- Jens Ploog

Audit Committee

The tasks assigned to the Audit Committee are set out on the website www.ceconomy.de/en/ under the heading “Company – Supervisory Board”.

The personal requirements for membership and chairpersonship of the Audit Committee are laid down by law, the regulations of the GCGC and the Bylaws of the committee. The Chair of the Audit Committee must be a representative of the shareholders. Neither the role of Chair nor the role of Deputy Chair of the Audit Committee should be conferred upon a former member of the Management Board whose appointment ended less than two years ago. Furthermore the Chair of the Supervisory Board should not simultaneously be the Chair or Deputy Chair of the Audit Committee.

The Chair of the Audit Committee should be independent and must have expertise in the fields of accounting or auditing as well as internal control procedures (“financial expert”). Including the Chair, at least one member of the Audit Committee, must have expertise in the field of accounting and at least one other member of the Audit Committee must have expertise in the field of auditing. Accounting and auditing also include sustainability reporting and its audit. The expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing shall consist of special knowledge and experience in auditing. The other members should have sufficient knowledge and experience in the fields of accounting, auditing and internal control procedures, and whenever possible one member should in addition have special knowledge in the field of compliance.

At the time of the issuance of this declaration the Audit Committee is composed as follows:

- Karin Dohm (Chair)
- Sylvia Woelke (Deputy Chair)

- Dr Florian Funck
- Ludwig Glosser
- Claudia Plath
- Jürgen Schulz

The requirements described above are fully met with the current composition of the Audit Committee. The very experienced Chair of the Audit Committee, Ms Karin Dohm, is independent and is not a former member of the Management Board of CECONOMY AG. Karin Dohm holds a degree in economics, is a tax advisor (*Steuerberaterin*) and auditor (*Wirtschaftsprüferin*). She has been a member of the Management Board of Hornbach Management AG and CFO of the listed Hornbach Group since 2021, where her responsibilities include accounting, tax, risk management, compliance, data protection and internal audit. Prior to this, she spent ten years in various global management positions at Deutsche Bank AG, where she was, inter alia, responsible for accounting and the preparation of financial statements for the entire group as well as for the Deutsche Bank AG in accordance with IFRS, HGB and US GAAP. Prior to that, she worked for 14 years as a partner in the assurance and auditing division at the auditing firm Deloitte. She therefore has, inter alia, extensive expertise in the areas of auditing, compliance, internal control procedures and accounting (including non-financial reporting).

The Deputy Chairperson of the Audit Committee, Ms Sylvia Woelke, works as Manager Corporate Risk Management & Internal Controls at Media-Saturn-Holding GmbH. She holds several business degrees, including a Diploma in Business Administration ("*Diplom-Betriebswirtin (BA)*") and Certified Internal Auditor (CIA). She therefore has, inter alia, the necessary skills in the areas of compliance, internal control procedures and accounting.

The member of the Audit Committee, Dr Florian Funck, completed his doctorate on an economic topic following his studies in business administration. He is a member of the management board of Franz Haniel & Cie. GmbH, where his responsibilities include, inter alia, Accounting & Controlling and Finance & Treasury. Previously, as a member of the management board of the listed TAKKT AG, he was responsible for Controlling and Finance. Dr Florian Funck is also a member of the Supervisory Board and the Audit Committee of TAKKT AG and VONOVIA SE (both listed companies). He therefore has, inter alia, the necessary expertise in the areas of auditing and accounting.

The member of the Audit Committee, Ms Claudia Plath, holds a degree in business administration and has been Chief Financial Officer of ECE Group GmbH & Co. KG (formerly ECE Projektmanagement G.m.b.H. & Co. KG) for more than nine years and is also active in various Group companies in a management or advisory board function. She is also a member of the Supervisory Board of Deutsche EuroShop AG, a listed real estate company.

She therefore has, inter alia, the necessary expertise in the areas of auditing, accounting and financing.

The other members of the Audit Committee all have sufficient knowledge and experience in the fields of auditing, accounting and internal control procedures.

The complete curricula vitae of all members of the Supervisory Board are available on the website www.ceconomy.de under the heading "Company - Supervisory Board".

Nomination Committee

The tasks assigned to the Nomination Committee are set out on the website www.ceconomy.de/en/ under the heading "Company – Supervisory Board".

The Nomination Committee is made up exclusively of representatives of the shareholders. The Chairperson of the Supervisory Board shall be a member of the Nomination Committee by virtue of his or her function. Insofar as and as long as the Supervisory Board does not elect a chairperson of the Nomination Committee, the members of the nomination committee shall appoint a chairperson.

At the time of the issuance of this declaration the Nomination Committee is composed of the persons named below:

- Sabine Eckhardt (Chair)
- Thomas Dannenfeldt
- Christoph Vilanek

In accordance with the Bylaws of the Supervisory Board, the majority of the Nomination Committee must be composed of independent Supervisory Board members. This requirement is met in the present composition of the committee.

Mediation Committee

The tasks assigned to the Mediation Committee are set out on the website www.ceconomy.de/en/ under the heading "Company – Supervisory Board".

Pursuant to Section 27(3) of the German Co-Determination Act (*Mitbestimmungsgesetz – MitbestG*), the Mediation Committee comprises the Chair of the Supervisory Board, the Deputy Chair of the Supervisory Board and two other members, one of which is elected by the Supervisory Board members representing employees and the other by the Supervisory Board members representing shareholders.

At the time of the issuance of this declaration the Mediation Committee is composed of the persons named below:

- Thomas Dannenfeldt (Chair)
- Sylvia Woelke
- Claudia Plath
- Ludwig Glosser

c. Information provided to the Supervisory Board by the committees

The Chair of the respective committee reports on resolutions and key aspects of the work of the committees to the Supervisory Board promptly, as a rule verbally, in the next meeting of the Supervisory Board.

d. Self-assessment of the Supervisory Board

Pursuant to the recommendation in clause D.12 of the GCGC, the Supervisory Board regularly assesses how effectively it, as a whole, and its committees perform their tasks. In principle the self-assessments take place every two years. In the financial year 2020/21 the self-assessment was supported by an external interview-based review. The Supervisory Board discussed the results of the evaluation in its meeting on 10 May 2021, discussed the recommendations for action to be derived from it and suitable proposals for implementation, and subsequently implemented them. The Supervisory Board will continue to work on the implementation on an ongoing basis until the next regular self-assessment.

e. Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Management Board and the Supervisory Board of CECONOMY AG accord special attention to the application of the recommendations of the GCGC. They issued the following declaration pursuant to Section 161 of the German Stock Corporation Act (AktG) in September 2022:

..*

The last declaration of conformity was made in September 2021. The declaration of conformity was made on the recommendations of the German Corporate Governance Code in the version of 16 December 2019, published in the Federal Gazette (*Bundesanzeiger*) on 20 March 2020 ("**GCGC (old version)**"). The "Government Commission on the German Corpo-

rate Governance Code" submitted a new version of the Code on 28 April 2022, which was published in the Federal Gazette (*Bundesanzeiger*) on 27 June 2022 and thus came into force ("**GCGC (new version)**").

1. In the period from the issuance of the last declaration of conformity to the issuance of this declaration of conformity, the Management Board and the Supervisory Board of CECONOMY AG have complied with the recommendations of the GCGC (old version) with the exception of the following deviations:

- **Section C.5 GCGC (old version): Maximum number of supervisory board mandates**

According to Clause C.5 GCGC (old version), a person who is a member of the management board of a listed company shall not hold more than two supervisory board mandates in non-group listed companies or comparable functions and shall not chair the supervisory board of a non-group listed company.

The Supervisory Board member Mr. Christoph Vilanek is Chairman of the management board of the listed company freenet AG and holds more than the specified supervisory board mandates.

The Supervisory Board and the Management Board of CECONOMY AG have dealt with the issue of overboarding and have come to the conclusion that this requirement of the GCGC (old version) should not be complied with in this case. As freenet AG holds just under 7% of CECONOMY AG, the supervisory board mandate of Mr. Christoph Vilanek reflects the ownership structure of CECONOMY AG. Due to his profound knowledge of the retail sector, his excellent industry knowledge, his qualifications and his experience in other supervisory boards, Mr. Christoph Vilanek has been personally entrusted by the supervisory board of freenet AG to represent freenet AG as a shareholder of CECONOMY AG on the Supervisory Board of CECONOMY AG. Due to his qualifications, Mr. Christoph Vilanek is a valuable addition to the Supervisory Board of CECONOMY AG. More decisive, however, and this is the ratio of the Code's recommendation on a maximum number of supervisory board mandates, is whether Mr. Christoph Vilanek has sufficient time to fulfil his mandate at CECONOMY AG in addition to his management board mandate at freenet AG and his other mandates. So far, there have been no indications that Mr. Christoph Vilanek has not devoted an appropriate amount of time to his supervisory board activities at CECONOMY AG. The Supervisory Board therefore has no concerns whatsoever that Mr. Christoph Vilanek will not be able to devote the expected amount of time to his mandate at CECONOMY AG in the future. Mr. Christoph Vilanek himself has also confirmed that he is able to devote the time expected for his activities on the Supervisory Board of CECONOMY AG.

The Supervisory Board member Ms. Karin Dohm is a member of the management board of HORNBACH Management AG, which is the general partner of the listed company Hornbach Holding AG & Co. KGaA. Until 30 August 2022, Ms. Karin Dohm was a member of the supervisory board of another listed company in addition to her activities on the Supervisory Board of CECONOMY AG. Since 25 March 2022, she is also a Non Executive Director at the (unlisted) company Danfoss A/S, Nordborg, Denmark. With a view to a possible classification of the mandate at Danfoss A/S as a comparable function within the meaning of section C.5 GCGC (old version), Ms. Karin Dohm is also included as a precautionary measure in the explanation to the already declared deviation from section C.5 GCGC (old version) for the period of 5 months and 5 days (from 25 March 2022 to 30 August 2022). The Supervisory Board of CECONOMY AG has at no time identified any impairment of Ms. Dohm's activities for CECONOMY AG due to her other mandates.

2. In the period from 27 June 2022 until the issuance of this declaration of conformity, the Management Board and the Supervisory Board of CECONOMY AG have – with the exception of the following deviations – complied with the recommendations of the GCGC (new version) and will continue to comply with these in the future:

- **Section A.3 GCGC (new version): Sustainability-related objectives in the internal control system**

According to section A.3 GCGC (new version), the internal control system and the risk management system shall also cover sustainability-related objectives, unless already required by law. This shall include the processes and systems for recording and processing sustainability-related data.

This recommendation has been and is only partially complied with, as the project to expand the internal control system to include sustainability-related areas is currently still being implemented. The risks and opportunities regarding the fulfilment of sustainability-related goals, on the other hand, are already taken into account in the risk management system.

In an ongoing project, the Sustainability department is currently evaluating processes and systems with regard to the Supply Chain Due Diligence Act (*Lieferkettensorgfaltspflichtengesetz*) for the definition and implementation of appropriate controls. This will be successively followed up for the areas of environment and climate targets and transferred to the internal control system in the financial year 2022/23.

In the course of the financial year 2022/23, the recommendation is therefore expected to be fully complied with.

- **Section C.5 GCGC (new version): Maximum number of supervisory board mandates**

The wording of section C.5 GCGC (old version) is identical to that of the GCGC (new version), so that reference is made to the above explanations.

Management Board

Supervisory Board

* . * . *

CECONOMY AG issues the current and earlier declarations pursuant to Section 161 of the German Stock Corporation Act (AktG) as well as any supplements thereto permanently accessible to the public on its website www.ceconomy.de/en/ under the heading “Company – Corporate Governance”.

2. Provisions to promote equal participation of women and men in management positions

The representation of women and men on the Supervisory Board of CECONOMY AG meets the requirements of the law ensuring equal participation of women and men in management positions. The representatives of the employees and of the shareholders meet the applicable gender quota for the Supervisory Board of CECONOMY AG of 30% in each case. At the time of issuing this declaration, the Supervisory Board has a total of eight female members, five of whom are shareholder representatives and three of whom are employee representatives. Furthermore, the Supervisory Board has twelve male members, five of whom are shareholder representatives and seven of whom are employee representatives.

The Supervisory Board appoints the members of the Management Board. The Supervisory Board’s decisions about appointments to, and the composition of, the Management Board as a whole are made on the basis of a careful analysis of the existing and future business challenges. Potential Management Board members must not only possess essential general

qualifications, but also be suitable for the Company in its specific situation and in light of its future tasks.

When appointing Management Board members the Supervisory Board takes the requirements of the German Stock Corporation Act (AktG) and the recommendations of the GCGC into account. In particular, the Supervisory Board pays attention to diversity and strives for equal participation of women and men in management positions. The Supervisory Board resolved that the Management Board of CECONOMY AG should have at least one female member. Equal participation of women and men in management positions is supported by this target figure, amongst other things.

At the time of the issuance of this declaration the Management Board of CECONOMY AG does not have any female members. The current composition of the Management Board was finalised in the financial year 2020/21 in order to complete a restructuring of its membership, which had become necessary against the background of the transformation process the Company is undergoing. In this specific situation no suitable female candidates to fill the vacant seats on the Management Board were available in the market, although the search and selection process to fill them, which was carried out with external help, was conducted specifically with regard to women. The same applies to the decision made in the past business year to fill the vacancy for the position of Chief Financial Officer.

For the first and second levels of management below the Management Board, the Management Board of CECONOMY AG, in its meeting on 10 October 2019, set targets for the proportion of women of at least 25% at the first management level below the Management Board in CECONOMY AG and of at least 50% at the second management level below the Management Board in CECONOMY AG, which should be achieved by 30 September 2024.

3. Diversity policy, competence profile and objectives for the composition

In CECONOMY AG diversity is respected when composing the Management Board, filling management positions and making appointments to the Supervisory Board, particularly when putting forward nominations for the election of shareholder representatives. Diversity contributes to a great wealth of experience as well as a wide range of perspectives, expertise and skills within the relevant groups. With a view to diversity, besides the gender dimension, other aspects are also considered, such as age and educational or professional background.

With regard to the overall composition of each board, the Management and the Supervisory Board, the Supervisory Board has resolved to pursue the following diversity policy:

“The Supervisory Board strives to achieve a diversely composed Supervisory Board and Management Board respectively, in particular, but not exclusively, with regard to aspects such as gender, educational or professional background or experience, age and internationality of the members.

The objective of the diversity policy is that as a whole the Supervisory Board and the Management Board should each cover the competence profile resulting from the Company-specific situation:

- Retail expertise, particularly in the sector of consumer electronics
- Expertise in the following areas:
 - Mergers and acquisitions
 - Services
 - Marketing
 - Digitalisation/technology
 - Human resources
- Knowledge/experience in the following fields:
 - Accounting
 - Auditing
 - Internal control procedures
 - Compliance
- International experience
- Experience in corporate governance
- Sustainability management”

The implementation of the diversity policy and the fulfilment of the competence profile are carried out within the framework of the personnel decisions concerning the composition of the Supervisory Board and the Management Board. In the 2021/22 financial year, these were as follows:

On the employee representative side, Dr Lasse Pütz joined the Supervisory Board on 1 October 2021 and Mr Thomas Fernkorn on 8 October 2021. Dr. Lasse Pütz, who had already been elected in the 2018 employee elections as a replacement candidate, moved up to replace Mr. Rainer Kuschewski upon Mr. Rainer Kuschewski leaving the Supervisory Board. His term of office runs until the conclusion of the elections of the employee representatives to the Supervisory Board in 2023. Mr. Thomas Fernkorn was appointed by the court as successor to Ms. Birgit Popp. This appointment is also limited in time until the conclusion of the elections of the employee representatives to the Supervisory Board in 2023.

On the shareholder representatives' side, Ms Katrin Adt, Dr Florian Funck, Ms Doreen Huber, Mr Jürgen Kellerhals and Dr Fredy Raas were elected or re-elected as members of the Supervisory Board by the Annual General Meeting of CEECONOMY AG on 9 February 2022.

With effect from 1 July 2022, Mr Erich Schuhmacher was appointed by the court as successor to Dr Fredy Raas, who had resigned from office with effect from 30 June 2022.

The results achieved in relation to the competence profile at the time of the issuance of this declaration are shown in the following qualification matrix of the division of competences on the Supervisory Board:

Distribution of skills in CECONOMY AG's Supervisory Board

Retail	Services	Digitalization/technology	International experience
K. Adt W. Baur D. Eckardt T. Fernkorn L. Glosser D. Huber J. Kellerhals S. Nutzenberger J. Ploog J. Schulz E. Schuhmacher C. Vilanek S. Woelke	T. Dannenfeldt D. Eckardt L. Glosser J. Schulz C. Vilanek	T. Dannenfeldt S. Eckhardt L. Glosser D. Huber C. Vilanek	K. Adt K. Dohm T. Fernkorn C. Vilanek
Corporate governance	Marketing	Human resources	Mergers and acquisitions (M&A)
T. Dannenfeldt S. Eckhardt F. Funck D. Huber J. Kellerhals C. Plath E. Schuhmacher C. Vilanek	K. Adt S. Eckhardt D. Huber J. Kellerhals	K. Adt W. Baur K. J. Breuer L. Glosser S. Nutzenberger J. Ploog L. Pütz J. Schulz S. Woelke	K. Dohm S. Eckhardt T. Fernkorn F. Funck D. Huber J. Kellerhals E. Schuhmacher C. Vilanek
Compliance	Internal control procedures	Accounting	Sustainability management
K. Dohm L. Pütz S. Woelke	K. Dohm C. Plath S. Woelke	T. Dannenfeldt K. Dohm F. Funck C. Plath E. Schuhmacher S. Woelke	S. Eckhardt S. Nutzenberger L. Pütz
Audit of financial statements	T. Dannenfeldt K. Dohm F. Funck C. Plath		

In addition the composition of the Supervisory Board is diverse. The members of the Supervisory Board have varied educational and professional backgrounds and experience. Details can be found in the annually updated personal profiles of the members of the Supervisory Board published on the website www.ceconomy.de/en/ under the heading "Company – Supervisory Board". The members making up the Supervisory Board are 40% female and 60% male. Eight members of the Supervisory Board (40%) have gained professional experience abroad or have citizenship other than German citizenship. The oldest member of the Supervisory Board is 69 years of age. The youngest member is 40 years of age. The average age is 52.5 years.

Based on the diversity policy and the competence profile set out above the Supervisory Board has resolved the following specific targets for its composition:

- The Supervisory Board should be made up of a sufficient number of members having diverse educational or professional backgrounds or experience in addition to international experience or expertise.
- More than half of the shareholders on the Supervisory Board should be independent within the meaning of clauses C.6 and C.7 of the GCGC.
- The Supervisory Board should not include any member who is a member of governing bodies of, or exercises advisory functions or holds memberships of supervisory bodies at, significant direct competitors in Germany or abroad.
- The statutory gender quota of 30% should be met separately by the employee representatives and the shareholder representatives. This means that the Supervisory Board should include at least three female members on each side.
- The members of the Supervisory Board should not be more than 65 years of age upon being elected for the first time or more than 71 years of age upon being re-elected.
- At least one member of the Supervisory Board must fulfil the conditions laid down in the Audit Committee's Bylaws for taking over the chair of the Audit Committee. Other members of the Supervisory Board who are elected as members of the Audit Committee should have the particular knowledge and experience specified in the Audit Committee's Bylaws.
- The standard limit for the length of membership of the Supervisory Board is ten years.
- As a rule, the term of office for shareholder representatives on the Supervisory board shall be three years.

The above concrete goals were achieved in the reporting period and will be achieved by the current composition of the Supervisory Board. With regard to the proposal to the Annual General Meeting on 9 February 2022 for the election of Dr Florian Funck, who has been a member of the Supervisory Board since May 2012, the Supervisory Board, on the basis of a recommendation by the Nomination Committee, has determined a justified exception to the standard limit for the length of membership of the Supervisory Board of ten years. The Supervisory Board considers Dr Florian Funck's knowledge and experience from the past to be important for CECONOMY AG in view of the transformation steps still to be taken. This

applies in particular to his knowledge of the history of the split-up of the former METRO GROUP, which was completed in 2017 and which Dr Florian Funck was involved in as a member of the Supervisory Board of the company, which at that time was still named METRO AG. Specific experience regarding this fundamental structural measure and the activities of the Supervisory Board prior to the split would no longer exist without Dr Florian Funck on the Supervisory Board.

In the current composition of the Management Board by Dr Karsten Wildberger (Chairman of the Management Board and Labour Director) and Mr Florian Wieser (Chief Financial Officer), the diversity policy and the specific targets set by the Supervisory Board for the composition of the Management Board are achieved as follows: In addition to professional knowledge and personal suitability, the members of the Management Board have a diverse educational, experience and professional background. Due to the professional careers of the Management Board members in various management positions in Germany and abroad the members also have, in particular, international management experience and expertise, which is required as a result of the international business activities of CECONOMY AG and the CECONOMY Group. Details can be found in their personal profiles available on the website www.ceconomy.de/en/ under the heading "Company – Management Board".

At the time of the publication of this declaration the Management Board does not have any member who is over the age limit of 65 years. The oldest member of the Management Board is 53 years of age. The youngest member is 40 years of age. The average age of the Management Board members is 46.5 years.

In September 2022, the Supervisory Board approved the mutually agreed termination of the employment contract of Mr Florian Wieser as of 31 December 2022 and appointed Dr Kai-Ulrich Deissner (53) as his successor. Dr Kai-Ulrich Deissner will take office on 1 February 2023. The Supervisory Board is convinced that Dr. Kai-Ulrich Deissner is a highly suitable successor for the company. Dr Kai-Ulrich Deissner has held various CFO roles at Deutsche Telekom for more than ten years. During this time, for example, as CFO of Hrvatski Telekom, Croatia's third-largest listed company, he played a decisive role in the successful turnaround of the company. Before that, he was CFO of the Service & Call Center business in Germany, among other positions. Most recently, as CFO Technology& Innovations, he helped shape the successful transformation of the Group's technology and innovation portfolio in Europe.

a. Independence

Independence of the members of the Supervisory Board constitutes an important aspect of the composition of the Supervisory Board as a whole. In accordance with the targets resolved by the Supervisory Board, at least six of the ten shareholder representatives on the Supervisory Board should be independent within the meaning of clauses C.6 and C.7 GCGC.

According to the Supervisory Board's view, all shareholder representatives on the Supervisory Board are independent from the Company and its Management Board and independent from any controlling shareholder within the meaning of clauses C.6 and C.7 GCGC. These independent Supervisory Board members also include the Chair of the Audit Committee, Ms Karin Dohm, and the Chair of the Supervisory Board, Mr Thomas Dannenfeldt, who is also Chair of the Presidential Committee

Supervisory Board member Mr Jürgen Kellerhals indirectly holds all shares in Convergenta Invest GmbH together with his mother, Ms Helga Kellerhals, and is the company's managing director. Convergenta Invest GmbH held 21.62 percent of the shares in Media-Saturn-Holding GmbH until 3 June 2022. The remaining 78.38 percent of the shares in Media-Saturn-Holding GmbH were held indirectly by CECONOMY AG. The main operating activities of the CECONOMY Group are bundled in Media-Saturn-Holding GmbH. Companies in which Mr. Jürgen Kellerhals holds an interest are also lessors of various store companies and also of administrative buildings of the MediaMarktSaturn Retail Group. The cumulative annual rent (including ancillary costs) from these business relationships amounted to around €12.46 million in the 2020/21 financial year.

In particular with a view to the possible existence of a business relationship with the company within the meaning of Section C.7 (2), second indent of the GCGC, the Supervisory Board dealt with the independence of Mr Jürgen Kellerhals in the course of its election proposal for Mr Jürgen Kellerhals to the Annual General Meeting on 9 February 2022. The Supervisory Board came to the conclusion that Mr Jürgen Kellerhals is to be classified as independent within the meaning of sections C. 6 and C.7 of the GCGC. According to the risk-oriented consideration with a future forecast to be made with regard to the business relationships described, taking into account the other business activities of the companies in which Mr Jürgen Kellerhals holds an interest, it is not to be assumed that the rental income described will reach an extent that is critical to the success of Mr Jürgen Kellerhals personally. Therefore, these business relationships cannot constitute a "material" conflict of interest within the meaning of the recommendation in section C.7 sentence 2 GCGC. The joint (indirect) shareholding of CECONOMY AG and Convergenta Invest GmbH in Media-Saturn-Holding GmbH at that time also did not constitute a "material" conflict of interest

within the meaning of the recommendation in section C.7 sentence 2 GCGC in the view of the Supervisory Board. In the opinion of the Supervisory Board, the interests of CECONOMY AG and Convergenta Invest GmbH with regard to the economic success of Media-Saturn-Holding GmbH are to be assessed as being aligned.

Since 3 June 2022, CECONOMY AG has been the sole (indirect) shareholder of Media-Saturn-Holding GmbH. Convergenta Invest GmbH or members of the Kellerhals family hold around 29 percent of the shares in CECONOMY AG at the time this declaration was issued.

b. Potential conflicts of interest

No member of the Supervisory Board is a member of a governing body at a direct, significant competitor. In particular, in the opinion of the Supervisory Board there is no significant competition within the meaning of clause C.12 GCGC between the Gravis retail chain, which belongs to the freenet Group, and the companies of the MediaMarktSaturn Retail Group, which belong to the CECONOMY AG Group, so the fact that Supervisory Board member Mr Christoph Vilanek is the member of a governing body at freenet AG does not prevent him from being a member of the Supervisory Board of CECONOMY AG.

c. ESG representatives of the Supervisory Board

The topic Environmental, Social, Governance (ESG) has gained more and more importance in recent years and is of essential importance for CECONOMY as part of its strategy. The competence profile for the Supervisory Board therefore explicitly provides for the competence "sustainability management". In order to further increase the focus on ESG in the Supervisory Board, the Supervisory Board of CECONOMY AG has decided to appoint Sabine Eckhardt and Stefanie Nutzenberger as ESG representatives of the Supervisory Board. Sabine Eckhardt and Stefanie Nutzenberger have an accompanying and advisory function. They will focus strategically on ESG issues outside reporting and incentive mechanisms. Due to her responsibility for ESG issues in her previous function as CEO Central Europe of Jones Lang LaSalle SE, Sabine Eckhardt has particular expertise in this area. Stefanie Nutzenberger also deals in particular with the issues regarding value and supply chains as part of her work at ver.di Handel.

4. Remuneration system and remuneration report

The remuneration report for the financial year 2021/22 and the auditor's report pursuant to § 162 AktG will be available on the website www.ceconomy.de under the heading "Company - Corporate Governance" as soon as they are published. The respective applicable remuneration system pursuant to section 87a (1) and (2) sentence 1 AktG as well as the respective remuneration resolution of the Annual General Meeting pursuant to section 113 (3) AktG are also published there.

5. Key corporate governance practices

a. Compliance

The business activities of the CECONOMY Group are subject to a wide range of legal provisions and self-imposed standards of conduct. CECONOMY combines measures for ensuring compliance with these rules through its group-wide compliance management system.

The risk-based compliance management system aims to systematically and sustainably prevent breaches of rules in the Company, and to detect and penalise them. To this end, the Group routinely identifies behavioural compliance risks, establishes the necessary organisational structures, and has risks consistently managed and controlled by the relevant specialist departments. As part of the systematic reporting system, the main compliance risks and compliance measures are presented and documented transparently. Employee surveys, internal controls and audit procedures are used to determine which further developments of the compliance management system are appropriate.

Compliance officers are available as contact persons and advisors for the responsible management and employees at all holding and national companies in the Group. The Chief Compliance Officer of CECONOMY AG reports directly to the Chair of the Management Board.

In order to consistently manage behavioural risks CECONOMY AG has assigned clear responsibilities for risk areas, communicated clear rules of conduct, and developed and provided appropriate risk management and control processes. In addition, there are mandatory compliance courses, systematic communication measures tailored to the target groups as well as a process for consistently and systematically handling compliance incidents and their processing. Furthermore, employees, business partners and customers of the CECONOMY Group have access to a professional whistleblowing system through which they can report potential breaches to the Company – anonymously if necessary – in all Group languages. The Compliance function ensures that these reports are followed up in an appropriate manner.

The Code of Conduct of CECONOMY AG forms the core of the CECONOMY Group's compliance initiatives. Other key components of the compliance programme are the rules of conduct and conduct guidelines on antitrust law and on the subject of anti-corruption. Directly linked to the initiatives of the compliance programme are training programmes tailored to the target groups as well as the design and review of internal controls in

operational business processes. The effectiveness of the internal compliance controls is regularly included in the audit plan of the Internal Audit department.

Details on the subject of compliance can be found in, amongst other things, the separate non-financial Group report as well as on the website www.ceconomy.de/en/ under the heading “Company – Compliance”. The Code of Conduct of CECONOMY AG can also be downloaded there.

b. Opportunity and risk management

Another integral component of the value-oriented corporate governance is the CECONOMY Group’s opportunity and risk management. This is a systematic process that encompasses the entire Group, supporting the management in identifying, assessing, managing and monitoring opportunities and risks. Opportunity and risk management are thus combined. Risk management identifies developments and events that may have a negative effect on the achievement of business objectives at an early stage, and analyses their impact. In this way CECONOMY is able to take appropriate measures to handle and monitor them in a timely manner. At the same time this opens up the possibility to exploit resulting opportunities in a targeted manner. The opportunity and risk management, like the compliance management system, is continually enhanced.

Details on the subject of opportunity and risk management are contained in the opportunity and risk report of the annual report of CECONOMY AG. This is available on the website www.ceconomy.de/en/ under the heading “Investor Relations – Publications”.

c. Responsibility and sustainability

For CECONOMY it is crucial how the company grows and creates value. In order to be successful in the long term, CECONOMY has to and wants to bring its business activities along the entire value chain into harmony with the ecological, social and legal framework. With the leading European consumer electronics retailer MediaMarktSaturn Retail Group as the core of its activities, CECONOMY is also a role model for the entire industry. The group has set itself the task of shaping and shaping responsible and sustainable business practices.

It is CECONOMY’s goal is to strengthen its positive influence and systematically reduce negative impacts. In line with the ongoing development of its business model, CECONOMY also regularly reviews its sustainability approach and continues to develop it further. The Sustainable Development Goals of the United Nations are an important benchmark for CECONOMY in this respect and at the same time a mandate to make a contribution to a

more sustainable future within the scope of CECONOMY's business activities. Our reporting on sustainability issues is oriented towards the standards of the Global Reporting Initiative.

CECONOMY counts sustainability as a cornerstone of its strategic development. The Company has been pursuing a far-reaching sustainability strategy with clear goals for many years: making its own business activities more sustainable on the one hand and supporting customers in adopting a sustainable lifestyle on the other. The increasing requirements for companies in terms of zero CO2 emissions, circular economy and compliance with legal requirements also leads to higher minimum standards for CECONOMY in terms of business activities and ESG transparency. In order to meet these requirements, CECONOMY is constantly working on the implementation of the group-wide sustainability strategy. This is also intended to ensure that business activities are in line with the expectations of all stakeholders.

In doing so, CECONOMY sets itself ambitious strategic ESG goals:

"We offer the most sustainable range of CE products in Europe": maximising circular economy through energy-efficient, sustainably produced and packaged products, and through offerings that enable a sustainable lifestyle for customers.

"We are becoming pioneers of the circular economy and creating a new sustainability promise": The promise of "more life per cycle" extends across the entire product life cycle and makes products attractive and usable for customers for longer.

"We take social responsibility and offer a climate-neutral shopping experience": Ambitious climate targets (Scope 1-3 reduction), social responsibility along the supply chain and responsibility for our employees play a central role for the Group.

Details on the subject of responsibility and sustainability can be found in the separate non-financial Group report and on the website www.ceconomy.de/en/ under the heading "Sustainability". Furthermore, CECONOMY will publish a sustainability report for the first time for the 2021/22 financial year, which will be published in December 2022 and can also be found on the website www.ceconomy.de under the heading "Sustainability".

6. Transparent corporate governance

Transparency is a fundamental component of good corporate governance. CECONOMY AG uses its website www.ceconomy.de/en/ as an important medium for providing information to its shareholders, other capital market participants and the public. Alongside diverse information about CECONOMY's strategy, brands and business, it also provides investor relations publications, investor news, ad hoc communications, other legal notices and press

releases, etc. CECONOMY AG also uses the website to give reasonable advance notice of the dates of the key recurring publications and events (including sales reports at the end of each financial year, annual reports, quarterly statements, half-year financial reports, annual results press conferences and General Meetings). The information shared at the annual results press conferences, roadshows, investor conferences and information events for private investors is likewise available on the website.

7. General Meeting of Shareholders

CECONOMY AG's Annual General Meeting gives shareholders the opportunity to exercise their statutory rights, in particular their voting right, and to ask questions of the Company's Management Board. In order to make it easier for shareholders to exercise their rights in person at the General Meeting, CECONOMY AG makes documents and information available on its website ahead of every General Meeting.

The registration and legitimation procedure for CECONOMY AG's General Meetings complies with the provisions of German Stock Corporation Act, European Union law and international standards. Any shareholder who wishes to attend a General Meeting of CECONOMY AG and exercise their voting right there must register and provide evidence of their entitlement to attend and exercise their voting right. Under Section 16(2) of CECONOMY AG's Articles of Association a written shareholding certificate issued by the most recent financial intermediary pursuant to Section 67c (3) of the German Stock Corporation Act (AktG) (i.e. the custodian bank at which the shareholder's accounts are held) is required as evidence of entitlement to attend the General Meeting and to exercise the right to vote. Shares do not have to be deposited. The shareholding certificate must relate to the beginning of the 21st day prior to the respective General Meeting and must be delivered, along with the registration for the General Meeting, to CECONOMY AG at the address specified for this purpose in the invitation within the period prescribed by law and the Articles of Association. Details of the conditions for registration and attendance are notified in the invitation to each General Meeting.

Shareholders who do not attend the General Meeting in person can have their voting right exercised by an authorised representative. As a rule, the authorisation must be granted in writing. In certain cases described in the invitation to the General Meeting, for example for authorisations of financial intermediaries and shareholder associations, exceptions can be made from the general requirement for the written form.

Shareholders may also authorise proxies nominated by the Company to exercise their voting right (proxy voting). In addition to their authorisation, the shareholders must in this case also issue instructions for the exercise of their voting right. The proxies nominated by the Company are obliged to vote in accordance with these instructions. The proxies nominated by the Company do not accept any instructions to take the floor, lodge

objections against resolutions of the General Meeting, ask questions or put forward motions. The possibility to grant authorisation to the proxies nominated by the Company does, of course, not affect the right to grant authorisation to other persons. Details on proxy voting are published in the invitation to each General Meeting.

In the interests of the shareholders, the Chair of the General Meeting, usually the Chair of the Supervisory Board, ensures that the event runs quickly and efficiently. The aim is to end an ordinary General Meeting of CECONOMY AG after four to six hours at the latest in principle.

8. Managers' transactions, shareholdings of the Management Board and the Supervisory Board

On the basis of Article 19 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, the members of the Management Board and Supervisory Board, as persons discharging managerial responsibilities, must report transactions conducted on their own account relating to CECONOMY AG shares or CECONOMY AG debt instruments or to financial instruments of CECONOMY AG linked thereto (collectively: "managers' transactions"). This reporting obligation also applies to persons closely associated with the aforementioned board members. However, there is no reporting obligation if the total amount of the transactions does not exceed €20,000 by the end of the calendar year. In the financial year 2021/22 CECONOMY AG has been notified of one managers' transaction by Dr Karsten Wildberger, one managers' transaction by Mr. Jürgen Kellerhals as well as twelve managers' transactions of Convergenta Invest GmbH, which is closely associated with Mr. Jürgen Kellerhals.

Notices of managers' transactions are published on the website www.ceconomy.de/en/ under the heading "Investor Relations – Legal Announcements".

9. Statutory Audit 2021/22

On 9 February 2022 the General Meeting of CECONOMY AG elected KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, (KPMG) as the auditor and Group auditor for the financial year 2021/22 and as the auditor for the review of the condensed financial statements and the interim management report for the first half of the financial year 2021/22. The corresponding engagement of the Supervisory Board to conduct the audit took into account the recommendations in sections D.9 and D.10 of the GCGC as amended on 16 December 2019 and sections D.8 and D.9 of the GCGC as amended on 28 April 2022, respectively.

The auditor fulfils two important functions. With its audit activities it firstly helps the Supervisory Board to perform its monitoring function and secondly lays the foundation for the public and especially capital market participants to trust in the accuracy of the annual financial statements and management reports. The independence of the auditor is particularly important for guaranteeing that it can fulfil both of these functions. The Audit Committee of the Supervisory Board of CECONOMY AG is therefore required, in particular, to convince itself as to the auditor's independence. The committee reviewed and confirmed the auditor's independence again in the financial year 2021/22.