

Corporate governance declaration in accordance with Section 289f and Section 315d HGB

Declaration of conformity in accordance with Section 161 AktG

In accordance with Section 161 of the German Stock Corporation Act (AktG), the Management Board and Supervisory Board of a listed German stock corporation are obliged to declare once a year whether the recommendations of the Government Commission on the German Corporate Governance Code have been and are being complied with or which recommendations have not been or are not being applied. The following declaration of conformity is permanently available on the company's website.

"The Management Board and Supervisory Board of Vita 34 AG declare in accordance with Section 161 of the German Stock Corporation Act (AktG) that the recommendations of the Government Commission on the German Corporate Governance Code in the version dated April 28, 2022, which entered into force upon publication in the Federal Gazette on June 27, 2022 (GCGC), have been complied with since the last Declaration of Conformity was issued on March 29, 2023, and that we will continue to comply with the recommendations of the GCGC in the future, with the exception of the points listed below.

- Section A.4 GCGC: According to Section A.4 GCGC, employees should be given the opportunity to report legal violations in the company in a protected manner. In the course of 2023, Vita 34 AG developed a whistleblower system that enables employees and third parties to provide protected information on legal violations at Vita 34 AG. This whistleblower system was finalized and implemented in the fourth quarter of 2023.
- Section A.5 GCGC: In deviation from recommendation A.5 of the GCGC, the description in the Group management report of Vita 34 AG is based on the legal requirements of Section 315 (4) HGB and contains information on the main features of the internal control and risk management system with regard to the Group accounting process. For the 2023 fiscal year, as for the 2022 fiscal year, reporting in accordance with Section A.5 GCGC is waived because its implementation in practice will continue to be observed. However, Vita 34 AG intends to consider the recommendation in the future.
- Section B.2 GCGC: Section B.2 GCGC recommends that the Supervisory Board, together with the Management Board, should ensure long-term succession planning and that the procedure should be described in the corporate governance declaration. The Supervisory Board has not yet developed any guidelines for succession planning for members of the Management Board. The Supervisory Board will continuously monitor the need for succession planning with regard to the specific needs of the company and, if necessary, work with the Management Board to ensure long-term succession planning.
- Sections B.5 and C.2 GCGC: No age limit has been set for members of the Management Board and Supervisory Board. Age is not the decisive factor for the performance of board members; we do not consider such an age limit to be appropriate.
- Sec. D.4 DCGK: The Supervisory Board of Vita 34 AG has not established a nomination committee. Previous good experience with the search for candidates for the Supervisory Board has shown that such a committee is not necessary at Vita 34 AG.

- Section F.2 GCGC: The company continues to comply with the statutory deadlines for its publication obligations in order to avoid an otherwise higher administrative burden and the associated costs as well as the additional commitment of management capacity. This is also in line with the intention of the legislator, which has extended the deadline for publication of the half-year financial statements from two to three months.
- Section G.7 GCGC: The Supervisory Board has not determined the performance criteria for the variable remuneration components for the 2023 financial year for each individual member of the Management Board. Vita 34 AG is still in a transitional phase due to the merger with the PBKM Group, so that the determination of variable remuneration components for individual Management Board members is still associated with difficulties.
- Section G.12 GCGC: As part of a termination agreement, an arrangement deviating from the recommendation in Section G.12 GCGC was made with a member of the Executive Board regarding the payment of outstanding variable remuneration components. The background to this was the facilitation of a negotiated result for the amicable termination of the Executive Board service contract."

Leipzig, 26. April 2024

The Supervisory Board

The Management Board"

Information on remuneration

The remuneration report for the last financial year and the auditor's report in accordance with § Section 162 of the German Stock Corporation Act, the remuneration systems submitted to and approved by the Annual General Meeting in accordance with Section 87a (1) and (2) sentence 1 of the German Stock Corporation Act and the most recent remuneration resolution in accordance with Section 113 (3) of the German Stock Corporation Act have been made publicly available on the company's website at <https://ir.vita34.de/investor-relations>.

Corporate governance practices

For Vita 34 AG, the principles of good corporate governance are an essential basis for corporate management and cooperation with its shareholders, employees and business partners. Corporate governance practices that go beyond the legal requirements are not practiced.

Working methods of the Management Board and Supervisory Board

Both bodies work closely together for the benefit of the company. The Management Board is responsible for managing the company, while the Supervisory Board advises and monitors the Management Board. The Management Board and Supervisory Board observe the rules of proper corporate governance.

The Management Board of Vita 34 AG consists of two members following the departure of the Chief Financial Officer Mr. Dirk Plaga in December 2023. The Chairman of the Management Board is Mr. Jakub Baran, who has also assumed the position of Chief Financial Officer on an interim basis. It is intended to fill the position of Chief Financial Officer again in the near future. The Chief Commercial Officer is Mr. Tomasz

Baran. The Management Board is responsible for managing Vita 34 AG, and is oriented towards the goal of sustainably increasing the value of the Company.

The work of the Management Board as a whole is governed by the rules of procedure. The rules of procedure contain the basic principles for the management of the Executive Board members, the matters reserved for the Executive Board as a whole and the unanimity required for Executive Board resolutions in the case of two Executive Board members. The rules of procedure can be viewed at <https://ir.vita34.de/investor-relations/corporate-governance/geschaeftsordnung/>.

The Management Board informs the Supervisory Board regularly, promptly and comprehensively about all issues of strategy, planning, business development, the risk situation, risk management and compliance that are relevant to the company. No member of the Management Board is currently a member of the Supervisory Board of a company outside the Group.

In accordance with the Articles of Association, the Supervisory Board of Vita 34 AG consisted of six members in fiscal year 2023. The Supervisory Board members in office in fiscal year 2023 include

- Dr. Alexander Granderath (Chairman)
- Mr. Florian Schuhbauer (Deputy Chairman)
- Mr. Frank Köhler
- Dr. Ursula Schütze-Kreilkamp
- Mr. Konrad Mitterski
- Mr. Paul Owsianowski

The Supervisory Board monitors and advises the Management Board on the management of the business. To this end, the Supervisory Board regularly discusses business development as well as planning, strategy and their implementation. It approves the annual budget prepared by the Management Board, approves the annual financial statements and takes note of the consolidated financial statements. It is also responsible for appointing and dismissing members of the Management Board and representing the company in dealings with the Management Board.

The Supervisory Board has established an Audit Committee and a Personnel and Remuneration Committee. The members of the Audit Committee are Mr. Frank Köhler, Mr. Paul Owsianowski and Mr. Konrad Mitterski. Mr. Frank Köhler has been elected Chairman of the Audit Committee. According to statutory requirements, 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. Due to their professional focus, all members of the Audit Committee have expertise in the area of accounting and expertise in the area of auditing.

The members of the Personnel and Remuneration Committee are Mr. Florian Schuhbauer (Chairman), Dr. Alexander Granderath and Dr. Ursula Schütze-Kreilkamp.

The Supervisory Board has adopted rules of procedure, which can be viewed at <https://ir.vita34.de/investor-relations/corporate-governance/geschaeftsordnung/>.

The Chairman of the Supervisory Board coordinates the work of the Supervisory Board, chairs the meetings and represents the Supervisory Board externally. The members of the Supervisory Board are independent in their decisions and are not bound by the specifications or instructions of third parties.

During the reporting period, the Supervisory Board was not informed by its members of any circumstances that could give rise to a significant and not merely temporary conflict of interest.

In addition, no conflicts of interest were reported to the Supervisory Board by members of the Management Board or Supervisory Board during the reporting period. To date, no member of the Management Board of Vita 34 AG has become Chairman of the Supervisory Board. In fiscal year 2023, the Supervisory Board consisted of the members listed above. Mr. Frank Köhler, Dr. Ursula Schütze-Kreilkamp, Mr. Konrad Mitterski and the Chairman of the Supervisory Board, Dr. Alexander Granderath, are independent Supervisory Board members within the meaning of the German Corporate Governance Code.

The Supervisory Board has set specific targets for its composition and developed a skills profile for the entire Board. Accordingly, the number of independent Supervisory Board members should be four. The Supervisory Board members should make sufficient time available for the performance of their mandate. Each Supervisory Board member should demonstrate expertise in the following areas:

- Corporate strategy and future strategic development
- Business model(s)/key business areas (key markets and customer groups, products)
- Internationality/regional scope
- Technological (digital) influencing factors
- Accounting or auditing within the meaning of Section 100 (5) AktG
- Risk management, compliance and legal/corporate governance
- Management and supervision of comparable companies

In addition, each member of the Supervisory Board should fulfill the following minimum requirements with regard to professional expertise:

- General knowledge of the industry and the sales markets in which the company operates
- Ability to understand and critically scrutinize the business model of Vita 34 AG
- Basic knowledge of the relevant legal standards
- Basic knowledge in the area of compliance
- Basic financial knowledge, especially in accounting and annual financial statements

- Ability to audit the annual financial statements, if necessary with the support of the auditor
- Ability to understand and critically scrutinize the Supervisory Board's reports and draw your own conclusions
- Ability to assess the regularity, efficiency, expediency and legality of the business decisions to be evaluated and to check their plausibility

All Supervisory Board members should have the following minimum personal skills:

- Willingness and ability to show sufficient commitment in terms of content
- Willingness to undergo regular further training
- Personal independence and integrity
- Confidentiality
- Ability to interact and work in a team
- Ability to cooperate
- Intercultural understanding
- Leadership quality and persuasiveness
- Fulfillment of regulatory requirements, if applicable

In the opinion of the Supervisory Board members, all Supervisory Board members cover all of the required competencies in full.

Qualification matrix

		A. Granderath	F. Schuhbauer	F. Köhler	U. Schütze-Kreilkamp	K. Mitterski	P. Owsianowski
Member of the AR since		2021	2020	2017	2022	2022	2022
Minimum competencies	Corporate strategy and future strategic development	✓	✓	✓	✓	✓	✓
	Business model(s)/major business areas	✓	✓	✓	✓	✓	✓
	Internationality/regional scope	✓	✓	✓	✓	✓	✓
	Technological (digital) influencing factors	✓	✓	✓	✓	✓	✓
	Accounting or auditing	✓	✓	✓	✓	✓	✓
	Risk management, compliance and legal/corporate governance	✓	✓	✓	✓	✓	✓
	Management and supervision of comparable companies	✓	✓	✓	✓	✓	✓
Minimum requirements with regard to professional competence	General knowledge of the industry and the sales markets in which the company operates	✓	✓	✓	✓	✓	✓
	Ability to understand and critically scrutinize the Vita 34 business model	✓	✓	✓	✓	✓	✓
	Basic knowledge of the relevant legal standards	✓	✓	✓	✓	✓	✓
	Basic knowledge in the area of compliance	✓	✓	✓	✓	✓	✓
	Basic financial knowledge, especially in accounting and annual financial statements	✓	✓	✓	✓	✓	✓
	Ability to audit the annual financial statements, if necessary with support of the auditor	✓	✓	✓	✓	✓	✓
	Ability to understand and critically scrutinize the Supervisory Board's reports and draw your own conclusions	✓	✓	✓	✓	✓	✓
Minimum requirements for personal skills	Ability to assess the regularity, economic efficiency, expediency and legality of the business decisions to be evaluated and to check their plausibility	✓	✓	✓	✓	✓	✓
	Willingness and ability to show sufficient commitment in terms of content	✓	✓	✓	✓	✓	✓
	Willingness to undergo regular further training	✓	✓	✓	✓	✓	✓
	Personal independence and integrity	✓	✓	✓	✓	✓	✓
	Confidentiality	✓	✓	✓	✓	✓	✓
	Ability to interact and work in a team	✓	✓	✓	✓	✓	✓
	Ability to cooperate	✓	✓	✓	✓	✓	✓
	Intercultural understanding	✓	✓	✓	✓	✓	✓
	Leadership quality and persuasiveness	✓	✓	✓	✓	✓	✓
Fulfillment of regulatory requirements, if applicable	✓	✓	✓	✓	✓	✓	

The Supervisory Board regularly assesses how effectively the Supervisory Board performs its work. As part of last year's self-assessment, the Board discussed the work performed in the past year and analyzed how the Supervisory Board performed the tasks assigned to it by law (monitoring, advising the Management Board) and whether all issues that fell under the responsibility of the Supervisory Board were dealt with swiftly and on a sound factual basis.

The Management Board publishes insider information pertaining to Vita 34 AG immediately, unless it is exempt from doing so in individual cases. In addition, the Company maintains insider lists for specific events, which include all persons with access to the corresponding insider information.

A fixed principle of Vita 34 AG's communications policy is to treat all shareholders and interest groups equally when publishing information that pertains to the Company and is significant for assessing the Company's development.

All mandatory publications and additional investor relations publications of the Company are published in German and English. All information relevant to the capital market is available in German and English on the Vita 34 AG website at <https://ir.vita34.de/>.

In accordance with Art. 19 of Regulation (EU) No. 596/2014 (Market Abuse Regulation), the members of the Management Board and Supervisory Board and persons closely associated with them must disclose the purchase and sale of shares in Vita 34 AG and related financial instruments (directors' dealings). In fiscal year 2023, Vita 34 AG was notified of the acquisition of shares as reportable securities transactions.

Targets for the women's quota

In accordance with the legal requirement, which affects Vita 34 AG as a listed and non-co-determined company, binding targets were set for the Supervisory Board, the Management Board and the next two management levels of the Vita 34 Group. The following was decided in detail for the individual levels:

The Supervisory Board and Management Board have set the following targets:

- For the Supervisory Board of Vita 34 AG, the Supervisory Board has set a target of 16.67 % for the period until June 30, 2027.
- The Supervisory Board has set a target of 33.33 % for the Management Board of Vita 34 AG for the period until June 30, 2027. The Management Board currently consists of two members.
- For the management levels below the Management Board, the Management Board has set a target of 40% for the period until June 30, 2027.

The defined targets were partially achieved in the 2023 financial year. The target figure was achieved in the Supervisory Board, as Dr. Ursula Schütze-Kreilkamp is a female member of the Supervisory Board (corresponds to 16.7%). At the two management levels below the Management Board, the target figure was exceeded with 61% female representation in each case. The target has not yet been reached for the

Management Board.

Diversity concept in accordance with Section 289f (2) No. 6 HGB

To date, the Management Board and Supervisory Board have not drawn up an independent diversity concept in accordance with Section 289f (2) no. 6 HGB with regard to the composition of the body authorized to represent the company and the Supervisory Board with regard to aspects such as age, gender, educational or professional background. The Management Board and Supervisory Board are of the opinion that, in addition to the objectives for the composition of the Management Board and Supervisory Board and the measures already implemented and aimed for in the company to promote diversity, an additional diversity concept would not bring any substantial added value. However, in the 2024 financial year, the Management Board and Supervisory Board will again review whether it makes sense to create a separate diversity concept.

Takeover-related disclosures in accordance with Section 289a (1) and Section 315a (1) HGB Composition of subscribed capital

The subscribed capital of Vita 34 AG amounts to EUR 17,640,104.00 and is divided into 17,640,104 no-par value ordinary registered shares. Each share has one voting right. The shares are fully paid up. All shares carry the same rights and obligations. The rights and obligations of the shareholders are set out in detail in the provisions of the German Stock Corporation Act (AktG), in particular Sections 12, 53a ff, 118 ff and 186 AktG.

Powers of the Management Board to issue or buy back shares

Pursuant to Sec. 7 (2) of the Articles of Association of Vita 34 AG, there is authorized capital. By resolution of the Annual General Meeting on June 29, 2022, the Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital once or several times by up to a total of EUR 6,414,584.00 by issuing up to 6,414,584 new no-par value ordinary registered shares against cash or non-cash contributions in the period up to June 28, 2027 (Authorized Capital 2022). If the share capital is increased against cash contributions, the shareholders must be granted subscription rights. The subscription right can also be granted to shareholders indirectly in accordance with Section 186 (5) AktG. However, the Executive Board is authorized to decide on the exclusion of shareholders' subscription rights with the approval of the Supervisory Board.

Exclusion of subscription rights is only permissible in accordance with the authorization resolution:

- to compensate for peak amounts;
- to issue shares as employee shares to employees of the company as well as to members of the management bodies and employees of domestic and foreign companies affiliated with the company within the meaning of Sections 15 et seq. AktG (German Stock Corporation Act);
- in the event of a capital increase against contributions in kind, in particular in the context of mergers or for the (also indirect) acquisition of companies, operations, parts of companies, participations or other assets or claims to the acquisition of assets, including receivables from the company or its

Group companies;

- to the extent necessary to grant the holders of conversion and/or option rights outstanding at the time of utilization of the Authorized Capital 2022 or a conversion obligation from convertible bonds and/or bonds with warrants already issued or to be issued in the future by Vita 34 AG or its group companies a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising the conversion and/or option rights or after fulfilling a conversion obligation;
- if the issue price of the new shares in the case of capital increases against cash contributions is not significantly lower than the stock market price of the shares already listed at the time of the final determination of the issue price and the shares issued do not exceed a total of 10% of the share capital either at the time this authorization becomes effective or at the time it is exercised. Shares that were sold or issued or are to be issued during the term of this authorization up to the time of its exercise on the basis of other authorizations in direct or analogous application of Section 186 para. 3 sentence 4 AktG with the exclusion of subscription rights are to be counted towards this limit. Otherwise, the total number of shares issued against cash and non-cash contributions with the exclusion of subscription rights may not exceed 10% of the share capital at the time this authorization becomes effective or - if this value is lower - at the time this authorization is exercised. This 10% limit includes shares issued during the term of the Authorized Capital 2022 with the exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 AktG and against contributions in kind under the Authorized Capital 2022, as well as shares to be issued during the term of the Authorized Capital 2022 under bonds with conversion or option rights or conversion obligations issued with the exclusion of shareholders' subscription rights.

The Executive Board decides on the further details of the implementation of capital increases from the Authorized Capital 2022, in particular the content of the share rights and the conditions of the share issue, with the approval of the Supervisory Board. The profit entitlement of the new shares can also be structured in deviation from Section 60 para. 2 AktG. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective utilization of the authorized capital and, if the authorized capital is not or not fully utilized by 28 June 2027, after the expiry of the authorization.

By resolution of the Annual General Meeting on December 15, 2021 under agenda item 11, the Executive Board was authorized, with the approval of the Supervisory Board, to issue bearer or registered bonds with a total nominal amount of up to EUR 200,000.000.00 with conversion rights or with option rights securitized in bearer or registered warrants or a combination of these instruments with or without a limited term for a total of up to 5,600,000 no-par value registered shares of Vita 34 AG ("**Vita 34 Shares**") with a pro rata amount of the share capital of up to EUR 5,600,000.00 in total ("**Bonds**"). In order to grant shares to the holders or creditors of convertible bonds/warrant bonds issued on the basis of this authorization, the share capital was conditionally increased by up to EUR 5,600,000.00 by issuing up to 5,600,000 no-par value registered shares (Conditional Capital 2021).

Restrictions affecting voting rights or the transfer of shares

Each share grants one vote at the Annual General Meeting and is decisive for the shareholders' share in the company's profit. This does not apply to treasury shares held by the company, which do not entitle the company to any rights. In the cases of Section 136 AktG, voting rights from the shares concerned are excluded by law.

The Management Board is not aware of any other restrictions on the transfer of shares.

Significant shareholders of the company

The following direct or indirect shareholdings in the capital of Vita 34 AG exceed 10 % of the voting rights:

- Shareholding of Mr. Klaus Röhrig with the subsidiaries Active Ownership Management Ltd, Active Ownership LP, Active Ownership Investments Limited, Active Ownership Capital S.à r.l., Active Ownership Fund SICAV-FIS SCS, AOC Health HoldCo S.à r.l., AOC Health GmbH, according to the voting rights notification published on November 16, 2021: 54.98%
- Shareholding of Mr. Florian Schuhbauer with the subsidiaries Active Ownership Advisors GmbH, Active Ownership Capital S.à r.l., Active Ownership Fund SICAV-FIS SCS, AOC Health HoldCo S.à r.l., AOC Health GmbH, according to the voting rights notification published on November 16, 2021: 54.98 %

Supplementary disclosures pursuant to Section 160 AktG

Please refer to the explanations in the notes on equity.

Regulations on the appointment and dismissal of members of the Management Board and amendments to the Articles of Association

The legal provisions on the appointment and dismissal of members of the Management Board can be found in Secs. 84 and 85 AktG. The articles of incorporation of Vita 34 AG provide for a corresponding regulation in Sec. 9 of the articles of incorporation. Pursuant to Secs. 179, 133 AktG and Sec. 25 of the Articles of Association of Vita 34 AG, the Articles of Association can be amended by a resolution of the Annual General Meeting with a simple majority of the capital stock represented, unless a larger majority is required by law.

Significant agreements that are subject to the condition of a change of control following a takeover bid

There are no material agreements of the company that are subject to the condition of a change of control following a takeover bid, with the exception of corresponding clauses in the Management Board service contracts. In the event of a change of control, the members of the Management Board have a one-off special right of termination to terminate the respective Management Board contract with a notice period of six months to the end of the month and to resign from office at this time. The special right of termination

only exists within three months of the change of control becoming known. If the special right of termination is exercised, the severance payment may not exceed the amount of two annual target total remunerations and may not exceed the remuneration for the remaining term of the contract.
