

**Declaration of compliance of the Board of Management and Supervisory Board  
of EnBW Energie Baden-Württemberg AG  
with the German Corporate Governance Code (DCGK)  
according to section 161 German Stock Corporations Act (AktG)**

In accordance with section 161 AktG, the Board of Management and the Supervisory Board of EnBW Energie Baden-Württemberg AG declare that:

“Since its last declaration of compliance on 8 December 2022, EnBW Energie Baden-Württemberg AG complied with the recommendations of the Government Commission for the German Corporate Governance Code in the version published in the German Federal Gazette on 28 April 2022 with the exception of the following deviations and will also comply with the recommendations in this version of the Code in future with the following exceptions:

**Publication of the rules of procedure of the Supervisory Board (Recommendation D.1 DCGK)**

The procedures of the Supervisory Board and the composition and procedures of the committees of the Supervisory Board are described in detail in the declaration of corporate management according to section 289f (2) no. 3 HGB, which is published on an annual basis. In addition, the annual, written Report of the Supervisory Board according to section 171 (2) AktG reports in detail on the work of the Supervisory Board and its committees. Against this background, the Board of Management and Supervisory Board do not consider it expedient to also publish the rules of procedure of the Supervisory Board as they contain details on the rules at a technical level that will not provide any information of additional value to shareholders, which is why the recommendation in D.1 of the Code is not followed.

**Disclosure of the composition of a peer group of other third-party entities to assess the total remuneration of the members of the Board of Management (Recommendation G.3 sentence 1 DCGK)**

A horizontal comparison of other third-party entities as proposed by the recommendation in G.3 sentence 1 of the Code would result in considerable administrative burden with respect to the procurement and evaluation of data, especially as the composition of a specific peer group would constantly be subject to change. A horizontal comparison would thus be associated with considerable costs on a regular basis due to the commissioning of external consulting services.

Therefore, it is preferable to not always automatically carry out a specific peer group comparison each time remuneration is defined or examined, even if a horizontal comparison per se or a specific peer group comparison are generally expedient, and thus to continue only carrying out this process from time to time to compare the customariness of the total remuneration of the members of the Board of Management to other third-party entities.

Should a horizontal comparison be carried out from time to time based on a company-specific peer group comparison, the Board of Management and Supervisory Board believe that it is not expedient to publish the composition of the peer group because the composition of the peer group may allow conclusions to be drawn about the strategic considerations of the Supervisory Board which should not be accessible to competitors. In the interests of the company, the recommendation in G.3 sentence 1 of the Code is, therefore, not followed.

### **Comprehensibility of the target achievement for members of the Board of Management (Recommendation G.9 sentence 2 DCGK)**

The law for the implementation of the European Union's second shareholder rights directive ("ARUG II") introduced a new remuneration report in section 162 AktG that contains detailed information on the remuneration of the members of the Board of Management, including minimum and maximum values for the performance indicators for the STI and LTI. Publication of further information on any additional qualitative criteria that are defined annually by the Supervisory Board for the STI remuneration would reveal sensitive company information about strategic targets. This information should not be accessible to competitors, which is why in the interests of the company the recommendation in G.9 sentence 2 of the Code is not followed.

### **Granting of variable remuneration to the Board of Management in company shares (Recommendation G.10 sentence 1 DCGK)**

Section G.10 of the Code recommends that the variable remuneration for members of the Board of Management should be predominantly invested in company shares or granted as share-based remuneration. Based on the fact that only 0.39% of the share capital of EnBW Energie Baden-Württemberg AG is in free float and the EnBW share is thus a narrow-market security with reduced liquidity on the stock exchange, it is not expedient to implement this recommendation at the company. Therefore, the recommendation in G.10 sentence 1 of the Code is not followed.

### **Accessibility of the long-term variable remuneration components to members of the Board of Management (Recommendation G.10 sentence 2 DCGK)**

In its recommendation in G.10 sentence 2, the Code proposes that members of the Board of Management shall be able to access granted long-term variable remuneration components only after a period of four years. The intention behind this recommendation in the Code is to create greater incentive for sustainable business activities. The long-term variable remuneration components for members of the Board of Management of EnBW Energie Baden-Württemberg AG are based on a three-year measurement period. For the Board of Management and Supervisory Board, it is not clear why this should be necessary and the Commission has not given any further justification as to why a four-year period should create a greater incentive for sustainable business activities or why, for any other reason, a four-year period should be advantageous at all in comparison to a three-year period. Due to the fact that the three-year period applied up to now has proven successful in the last few years and an extension is not considered expedient, the recommendation in G.10 sentence 2 of the Code is not followed."

Karlsruhe, 7 December 2023

EnBW Energie Baden-Württemberg AG

On behalf of the Board of Management:

Colette Rückert-Hennen

On behalf of the Supervisory Board:

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