

Declaration of corporate management of the EnBW Group and EnBW AG

2023

Declaration of corporate management

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Good corporate governance is an essential part of the corporate culture at EnBW Energie Baden-Württemberg AG (EnBW). We are convinced that responsible and transparent corporate governance strengthens the trust and confidence that customers, capital providers, employees and the general public place in the company, thereby contributing to its long-term success. The Board of Management and Supervisory Board have the responsibility of managing and supervising the company above and beyond merely fulfilling statutory requirements, but to do so in accordance with recognized benchmarks for good corporate governance and in harmony with the principles of a social market economy, guaranteeing the continued existence of the company and ensuring a sustainable increase in its added value. As the member of the Board of Management responsible for corporate governance, Colette Rückert-Hennen monitored compliance with the German Corporate Governance Code (DCGK) at EnBW and reported extensively to the Board of Management and Supervisory Board on all current themes pertaining to corporate governance. Both boards acknowledged the report from Colette Rückert-Hennen and subsequently approved the company's declaration of compliance, which is reproduced in full at the end of this report.

In this declaration of corporate management, the Supervisory Board and Board of Management report on the corporate governance of the company (corporate governance report) above and beyond the legal requirements according to sections 289f (2) and 315d HGB.

The corporate governance report is based on the new version of the DCGK from 28 April 2022, which was published in the German Federal Gazette on 27 June 2022, because this version of the code was definitive in the reporting period. References to the DCGK in this declaration refer to the version from 28 April 2022.

Board of Management and Supervisory Board

Close and trusting cooperation for the good of the company is considered an integral part of the EnBW culture by the Board of Management and Supervisory Board.

The Board of Management jointly manages the company on its own responsibility. In the reporting period, the Board of Management comprised five members, of which one held the position of Chairman. The Board of Management is tasked with defining the company goals and developing the strategic orientation of the EnBW Group, agreeing this with the Supervisory Board and implementing it accordingly. In addition, the Board of Management ensures Group-wide compliance with statutory regulations and internal guidelines, as well as appropriate risk management and risk controlling.

Although the declaration of corporate management only reports on the situation as of the reporting date and thus exclusively provides information on relevant subject matter in the reporting period, we want to provide the additional information that the Board of Management has comprised four members since 9 March 2024, of which one holds the position of Chairman and one the position of Deputy Chairman. In agreement with the Supervisory Board, Andreas Schell stepped down from his Board of Management mandate and his position as Chairman of the Board of Management as of the end of 8 March 2023. The Supervisory Board appointed Dr. Georg Stamatelopoulos as Chairman of the Board of Management and Thomas Kusterer as Deputy Chairman with effect from 9 March 2024. Dr. Georg Stamatelopoulos will still be responsible for the remit "Sustainable Generation Infrastructure" until his successor has been appointed.

Important aspects of cooperation within the Board of Management are defined in its rules of procedure. These regulate, among other things, the frequency at which the meetings of the Board of Management led by the Chairman are held multiple times a month and stipulate that all important questions relating to the management of the Group and any cross-departmental issues will be addressed at these meetings. Furthermore, the rules of procedure include a rule that resolutions will be taken by the Board of Management on a majority vote basis, whereby the Chairman has the casting vote in the event of a tie.

In the reporting period, the Chairman of the Board of Management was Dr. Andreas Schell. Dr. Georg Stamatelopoulos has been Chairman of the Board of Management and Thomas Kusterer Deputy Chairman since 9 March 2024. Further details on the members of the Board of Management and

The **curricula vitae for all members of the Board of Management** can be found on our website.

the division of responsibilities can be found in the information provided on [p. 14⁷](#), as well as in the section “Corporate governance” under “Management and supervision” on [p. 37⁷](#) of the Integrated Annual Report 2023.

The standard retirement age set for members of the Board of Management at EnBW is 63 years old. In the reporting period and also currently, the members of the Board of Management did not and do not hold more than three positions on supervisory boards at non-Group listed companies or on supervisory bodies at non-Group companies that have comparable requirements. As in the past, there were also no known conflicts of interests for the members of the Board of Management in the 2023 financial year. EnBW did not enter into any significant transactions with individuals or companies that are related to a member of the Board of Management in the reporting period.

In the reporting period, the Board of Management discussed the Six-Monthly Financial Report and the quarterly statements with the audit committee of the Supervisory Board before publication.

The Supervisory Board of EnBW is comprised of 20 members, half of which are representatives elected by the shareholders and half by employees. The Chairman of the Supervisory Board is Lutz Feldmann.

The elected employee and shareholder representatives began their term of office at the conclusion of the Annual General Meeting of EnBW on 5 May 2021. The defined term of office for the elected members of the Supervisory Board ends at the conclusion of the ordinary Annual General Meeting in 2026.

There were changes to the composition of the Supervisory Board in the reporting period.

As previously reported in the declaration of corporate management 2022, the process to elect employee representative members of the Supervisory Board of EnBW Energie Baden-Württemberg AG in accordance with the German Co-Determination Act, which started in October 2020 and was temporarily interrupted due to the coronavirus pandemic, was concluded on 8 February 2023. In the election of the delegates in accordance with the Third Electoral Code to the German Co-Determination Act on 8 February 2023, the current members of the Supervisory Board Achim Binder, Ulrike Weindel, Klarissa Lerp, Stefan Paul Hamm, Michaela Kräutter and Dr. Bernd-Michael Zinow were reelected and the candidates Joachim Rudolf, Bernad Lukacin, Christina Ledong and Thorsten Pfirmann were elected as members of the Supervisory Board for the first time. The four newly elected members of the Supervisory Board replace the former members Dietrich Herd, Thomas Landsbek, Dr. Nadine Müller and Jürgen Schäfer, who all stepped down from the Supervisory Board on 8 February 2023 following the election of their successors.

In addition, Lothar Wölfle (shareholder representative) stepped down from his position as a member of the Supervisory Board as of the end of 13 May 2023. Based on a proposal by the Supervisory Board, the ordinary Annual General Meeting appointed Heiner Scheffold on 3 May 2023 as a member of the Supervisory Board with effect from the start of 14 May 2023 until the end of the regular election period for his predecessor.

Further details on the Supervisory Board and its composition can be found in the information provided on [p. 303 ff.⁷](#) and [p. 307 ff.⁷](#), as well as in the section “Corporate governance” under “Management and supervision” on [p. 38⁷](#) of the Integrated Annual Report 2023.

The key task of the Supervisory Board is to advise and supervise the Board of Management on its management of the company. In general, all members of the Supervisory Board have the same rights and obligations and are not bound by orders or instructions. Important aspects of the cooperation within the Supervisory Board are defined in its rules of procedure. These rules require the Supervisory Board to meet regularly for ordinary meetings, as well as for extraordinary meetings as necessary, that are chaired by the Chairman. The members of the Board of Management generally participate in the meetings, although the Supervisory Board can also convene without the Board of Management if necessary. The Board of Management regularly, comprehensively and promptly informs the Supervisory Board in accordance with the rules of procedure for the Supervisory Board about, in particular, all of the issues listed in section 90 of the German Stock Corporation Act (AktG), all important financial and non-financial performance indicators and the risks faced by the company and the Group and their development, strategy, planning, the accounting process, the appropriateness

and effectiveness of the internal control system, risk management system and the internal auditing system, compliance and other important matters.

Between the meetings of the Supervisory Board, there is ongoing communication between the Chairman of the Supervisory Board and the Board of Management, particularly with the Chairman of the Board of Management, in order to discuss issues relating to the strategy, planning, business performance, risk situation, risk management and compliance within the company. He is immediately informed about important events that are material for the assessment of the situation, development and management of the company by the Chairman of the Board of Management. If necessary, the Chairman of the Supervisory Board then reports to the Supervisory Board and may also convene an extraordinary meeting.

In addition, the rules of procedure for the Supervisory Board also define business activities and measures that may only be carried out by the Board of Management with the approval of the Supervisory Board. Furthermore, resolutions are also passed by the Supervisory Board on a majority vote basis, whereby the Chairman of the Supervisory Board has the casting vote in the event of a tie in accordance with the Articles of Association of EnBW. If ordered by the Chairman of the Supervisory Board, resolutions can also be passed outside of meetings, if this is not opposed by a majority of the members of the Supervisory Board. The Supervisory Board provided detailed information on its main activities and the contents of its discussions in the 2023 financial year in its report to the Annual General Meeting. The rules of procedure for the Supervisory Board are not published on the Internet.

Another important task of the Supervisory Board is to appoint and, if necessary, dismiss the members of the Board of Management. In this context, the Supervisory Board works together with the Board of Management to ensure appropriate long-term succession planning for the Board of Management. This is the task of the personnel committee. It consults regularly and in close communication with the Chairman of the Board of Management on issues relating to the up-to-dateness and further development of the Board of Management structure, the division of responsibilities and ensuring the Board of Management remits can be filled after the end of the term of office, taking into account the current terms of office. In advance of any decision to appoint a new member of the Board of Management, a requirement profile is developed in good time as necessary and a comprehensive selection process is usually carried out with the aid of specialist support.

In order to improve the efficiency of its work and to handle complex issues, the Supervisory Board has formed specialist committees:

- **Nomination committee:** Dr. Danyal Bayaz, Dr. Dietrich Birk, Stefanie Bürkle, Lutz Feldmann (Chairman), Dr. Wolf-Rüdiger Michel, Gunda Röstel
- **Audit committee:** Michaela Krütter, Dr. Hubert Lienhard, Bernad Lukacin, Dr. Wolf-Rüdiger Michel, Thorsten Pfirmann, Gunda Röstel (Chairwoman), Heiner Scheffold, Ulrike Weindel
- **Personnel committee:** Dr. Danyal Bayaz, Achim Binder, Stefanie Bürkle, Lutz Feldmann (Chairman), Stefan Paul Hamm, Joachim Rudolf
- **Finance and investment committee:** Dr. Danyal Bayaz, Achim Binder, Dr. Dietrich Birk, Stefanie Bürkle, Lutz Feldmann (Chairman), Stefan Paul Hamm, Joachim Rudolf, Dr. Bernd-Michael Zinow
- **Mediation committee** (pursuant to section 27 (3) German Co-determination Act (MitbestG)): Dr. Danyal Bayaz, Achim Binder, Lutz Feldmann (Chairman), Klarissa Lerp
- **Digitalization committee:** Christina Ledong, Dr. Hubert Lienhard (Chairman), Bernad Lukacin, Marika Lulay, Harald Sievers, Ulrike Weindel
- **Ad hoc committee:** Achim Binder, Gunda Röstel, Harald Sievers, Dr. Bernd-Michael Zinow (Chairman)
- **Special committee** (until 3 May 2023): Dr. Danyal Bayaz, Achim Binder, Lutz Feldmann (Chairman), Stefan Paul Hamm, Gunda Röstel, Joachim Rudolf, Lothar Wölfle, Dr. Bernd-Michael Zinow

In order for the Supervisory Board to optimally perform its functions, it formed a special committee at its meeting on 29 September 2022 with immediate effect that served until the end of the day of the Annual General Meeting of EnBW Energie Baden-Württemberg AG on 3 May 2023. This special committee examined, in particular, the impact of the war between Russia and Ukraine on the business of EnBW and its subsidiaries. The special committee comprised four members of the Supervisory Board who were shareholder representatives and four members who were employee representatives.

The **report to the Annual General Meeting** is accessible to the general public here.

[Online ↗](#)

In accordance with the DCGK, the nomination committee exclusively comprises shareholder representatives and proposes suitable candidates to the Supervisory Board for election as members of the Supervisory Board at the Annual General Meeting.

The audit committee is responsible, in particular, for monitoring accounting, the accounting process, the appropriateness and effectiveness of the internal control system, the risk management system, the internal auditing system, the audit and compliance. It presents a justified recommendation for the appointment of the auditor to the Supervisory Board, which includes at least two candidates if the company intends to issue an invitation to tender for the audit mandate in accordance with article 16 (3) EU Regulation 537/2014. The audit committee monitors the independence of the auditor and is also responsible for supervising the additional services provided by the auditor, the award of the audit mandate to the auditor, the definition of areas of focus for the audit, monitoring the quality of the audit and negotiating the auditor's fees with the auditor.

The Chairwoman of the audit committee, Gunda Röstel, is independent and is not a former member of the Board of Management of EnBW. As the long-standing Commercial Director of Stadtentwässerung Dresden GmbH and Authorized Officer of Gelsenwasser AG, she possesses expertise in the field of accounting and special knowledge and experience in the application of accounting principles and internal control and risk management systems. As a result, and also through her position as Chairwoman of the audit committee for several years, she also possesses expertise in the field of auditing. She has special knowledge and experience in this field that also covers the aspect of sustainability reporting and its auditing, which has already been practiced at EnBW for several years with the participation of Mrs. Röstel. In her position as the Chairwoman of the audit committee over the last few years, she has gained even more expertise in the aforementioned fields. As a long-standing chief executive and member of management boards at various companies and in his role as a member of the audit committee over many years, Dr. Hubert Lienhard also has expertise in the fields of accounting and auditing, including special knowledge and experience in the application of accounting principles and with internal control and risk management systems, as well as in the area of auditing including sustainability reporting and its auditing.

The full version of the **Report of the Supervisory Board** is published here.

[Online ↗](#)

The roles of the other committees of the Supervisory Board and their specific activities in the past financial year are described in the Report of the Supervisory Board for the 2023 financial year.

The chairpersons of the committees report on the work carried out in their committees at the latest at the next plenary meeting of the Supervisory Board. No separate rules of procedure exist for the Supervisory Board committees; they are subject to the rules of procedure for the Supervisory Board and all relevant procedural rules contained therein.

The Supervisory Board has set specific objectives for its composition that take into account the company's situation and has developed a competency profile for the entire Supervisory Board, whereby the special rules defined in the German Co-determination Act and associated legislation were and are taken into account for employee representatives. The primary aim is to guarantee that the members collectively possess the knowledge, skills and specialist experience required to properly perform their functions.

The objectives for the composition of the Supervisory Board that are currently valid and were valid during the entire reporting period appropriately take into account the international activities of the company, potential conflicts of interest, an appropriate number of independent members in the estimation of the Supervisory Board, age limits for members of the Supervisory Board apart from the exception described below, a maximum time limit for the period of service on the Supervisory Board and diversity, whereby the special rules defined in the German Co-determination Act and associated legislation were and are taken into account for employee representatives.

In the past reporting year, the Supervisory Board also examined the independence criteria defined in the German Stock Corporation Act and the DCGK. The Supervisory Board came to the conclusion that these criteria have – as in the past – been satisfied and that it comprised and still comprises a sufficient number of independent members and reflects the shareholder structure, whereby it is of the opinion that all shareholders on the Supervisory Board are independent in the sense of the DCGK and this proportion of members is appropriate. Refer to the overview on [p. 303f.](#)⁷ of the Integrated Annual Report 2023 for the names of the shareholder representatives on the Supervisory Board.

Alongside the successfully achieved objective of continuing to ensure a majority of independent members, the Supervisory Board will take care to avoid any conflicts of interest also in future.

The Supervisory Board does not believe that it is necessary to define quantitative objectives with respect to internationality due to the structure and business activities of the company. The newly added recommendation in the DCGK in 2022 that the competency profile for the Supervisory Board should also cover expertise on sustainability issues that are significant to the company has already been fulfilled by the competency profile for the EnBW Supervisory Board since 2017. The rules of procedure for the Supervisory Board stipulate that candidates proposed to the Annual General Meeting for the election of shareholder representatives as members on the Supervisory Board should generally not be older than 70 at the time of the election. This general age limit was exceeded in the reporting period by Dr. Hubert Lienhard. However, there are no doubts surrounding the suitability of Dr. Hubert Lienhard as a member of the Supervisory Board. On the contrary, the membership of Dr. Hubert Lienhard on the Supervisory Board also clearly serves the interests of the company. As the Supervisory Board is aware that exceptions may be desirable because long-term members of the Supervisory Board bring long-standing knowledge and experience to the board, it has ultimately defined a maximum time limit for the period of service on the Supervisory Board of three full election periods, which was not reached or exceeded during the reporting period or currently by any member of the Supervisory Board.

The Supervisory Board has not defined any further diversity targets beyond the legal regulations that apply to the company for the minimum proportion of women and men and the previously described objectives for its composition.

The competency profile of the Supervisory Board stipulates that the eight fields of competency of particular significance to the company shown in the diagram must be covered to an appropriate extent by the members of the Supervisory Board in its entirety.

The Supervisory Board possesses the knowledge and skills required to perform its functions. The objectives for its composition were fully taken into account by the Supervisory Board during the reporting period with respect to its composition and the appropriate coverage of its competency profile. The Supervisory Board is convinced that the competency profile is appropriately covered when each of the eight fields of competency of particular significance to the company are covered by several members of the Supervisory Board. However, it does not strive to ensure that every field of competency is covered by all members of the Supervisory Board (which would correspond to a coverage rate of 100%) as this would be unrealistic for a Supervisory Board with a diverse composition. In the 2023 financial year, the Supervisory Board in its entirety had the following coverage rates for the eight fields of competency, whereby the Supervisory Board successfully covered its defined competency profile:

Field of competency	Coverage by members of the Supervisory Board
Finances and accounting	55%
Strategy and innovation	50%
Law, corporate governance and compliance	30%
Communication	50%
Business fields	45%
Board of Management and HR issues	70%
Regulation and politics	55%
Sustainability and environment	60%

In its future proposals to the Annual General Meeting for the election of members, the Supervisory Board will continue to take into account the objectives for its composition and will strive to ensure that the competency profile continues to be covered by the Supervisory Board in its entirety.

The curricula vitae for all members of the Supervisory Board have been published on the company website and provide information on the relevant knowledge, skills and experience of the members and have been supplemented by an overview of their main activities in addition to their position on

Competency profile of the Supervisory Board



The **curricula vitae for all members of the Supervisory Board** can be found on our website.

Online [↗](#)

the Supervisory Board. These curricula vitae are updated on an annual basis for all members of the Supervisory Board.

The members of the Supervisory Board are all able to dedicate the expected amount of time required for their activities on the Supervisory Board. The Supervisory Board will also ensure for its future proposals to the Annual General Meeting for the election of new members of the Supervisory Board that all candidates are able to dedicate the expected amount of time required for their activities on the Supervisory Board. In the 2023 financial year, the majority of the members of the Supervisory Board participated in more than half of the meetings of the Supervisory Board and the majority of the members of the Supervisory Board participated in more than half of the meetings of the committees on which the member serves; this was also noted in the Report of the Supervisory Board to the Annual General Meeting. Participation via telephone and videoconference is also valid, although this form of participation was not a normal occurrence for any member of the Supervisory Board in accordance with the suggestion in the DCGK, except for those meetings of the Supervisory Board in which all members participated via an electronic form of communication. In the reporting period, all meetings of the Supervisory Board were held in person. Some meetings of its committees were held in digital form via telephone and videoconference.

In its proposals made to the Annual General Meeting for the forthcoming by-election of members, the Supervisory Board will also disclose the personal and business relationships of each candidate with the company, the company's corporate bodies and with shareholders holding a major interest in the company, whereby this information will be limited to information that the Supervisory Board considers material in order for a shareholder to cast their vote objectively.

No former members of the Board of Management of EnBW were members of the Supervisory Board during the reporting period nor are they currently members. The members of the Supervisory Board also did not perform any advisory or board functions for important competitors of EnBW during the reporting period nor do they currently.

Every member of the Supervisory Board is bound to act in the interests of the company. In making decisions, members may not pursue personal interests or take advantage of business opportunities intended for the company. Conflicts of interest, particularly those that could arise due to advisory or board functions for customers, suppliers, lenders or other third parties, must be disclosed to the Supervisory Board. In such cases, the Supervisory Board will disclose any conflicts of interest that have arisen and how they were handled in its report to the Annual General Meeting. Any material conflict of interest relating to a member of the Supervisory Board that is not merely of a temporary nature will result in the termination of their position. Advisory and other service agreements and contracts for work between a member of the Supervisory Board and EnBW require the approval of the Supervisory Board.

The Supervisory Board regularly assesses how effectively the Supervisory Board as a whole and its committees are performing their duties (self-assessment). The Supervisory Board last carried out a self-assessment at its meeting on 10 November 2023. To prepare for the review, the members of the Supervisory Board completed a comprehensive questionnaire on content-related and organizational themes as in previous years and discussed, among other things, the results of the questionnaires in detail. In addition, the implementation of the findings drawn from the efficiency review from the previous year were examined.

The members of the Supervisory Board are responsible for participating in any necessary basic and further training measures required for their tasks and are supported appropriately and as necessary by the company in this area. This not only includes providing them with regular information on themes and developments related to the current situation of the company with respect to legal issues, the energy industry, financial industry or other relevant aspects, as well as other subjects relevant to the work on the Supervisory Board, but also comprises corresponding on-site appointments and events. In 2023, the company provided the Supervisory Board with the opportunity to take a further training course on the topics "basic information on sustainability/SBTi" and "in-depth information on the climate and benchmarking" on 3 March 2023. Numerous members of the Supervisory Board participated. Furthermore, the Supervisory Board were provided with information on the challenges posed by the energy transition from the perspective of a transmission grid operator and the tasks and challenges involved in managing the system as part of a meeting on-site

at the central control station of TransnetBW on 27 September 2023. An e-learning platform designed for supervisory boards that is managed and continuously updated by an external service provider is also available for further training purposes.

In accordance with the corresponding suggestion in the DCGK, the Chairman of the Supervisory Board is prepared to enter into discussions with investors on specific issues relating to the Supervisory Board. Discussions of this type were not held in the reporting period.

The actions of the Board of Management and the Supervisory Board are governed by statutory regulations and internal Group guidelines (compliance). The Board of Management also reported continuously on compliance issues in the 2023 financial year and discussed them in detail with the Supervisory Board and the audit committee of the Supervisory Board. More detailed information on this area will be provided in the "Compliance" section below. Information on the relevant corporate governance practices that go above and beyond the legal requirements and the recommendations and suggestions in the DCGK will also be given there.

Further information – above and beyond that provided above – on the procedures of the Board of Management and Supervisory Board and its committees, as well as on corporate governance practices, can be found in the section "Corporate governance" under "Management and supervision" on p. 37f.⁷ of the Integrated Annual Report 2023, in the "Report of the Supervisory Board" on p. 10ff.⁷ of the Integrated Annual Report 2023 and in articles 7 to 13 and 19 of the Articles of Association.

The **Articles of Association** are accessible to the general public here.

Online ⁷

Diversity

The Supervisory Board has decided that all of the statutory and self-defined regulations for its composition (objectives for the composition, competency profile, legal targets for the proportion of women, age limit, maximum time limit for the period of service, see here the information above in the section "Board of Management and the Supervisory Board" on p. 162ff.⁷) will form the diversity concept in the sense of section 289f (2) no. 6 HGB. The primary goal of this concept is to ensure that the Supervisory Board can properly perform its tasks and is helped in this process by the diversity of its composition. This concept is implemented through the election of shareholder representatives by the Annual General Meeting. In the reporting period, the objectives defined in the concept were achieved.

The proportion of women on the Supervisory Board in its entirety continuously stood at at least 30% in the reporting period. This figure was calculated from the proportion of women among the shareholder representatives of 30% and the proportion of women among the employee representatives of 40%. The proportion of women on the Supervisory Board of EnBW in its entirety of 35% fulfills the minimum statutory requirement of 30%. The shareholder and employee representatives resolved before the last election of members to the Supervisory Board to veto the overall fulfillment of this statutory minimum proportion by the shareholder and employee representatives combined in accordance with section 96 (2) sentence 3 AktG for the length of the current election period, so that the minimum proportion in accordance with the legal requirements must be fulfilled by both sides. This should make it possible to better plan the composition of the Supervisory Board.

In terms of the composition of the Board of Management, the Supervisory Board also takes diversity into account when appointing new members of the Board of Management, while acknowledging the limited number of members of the Board of Management. Therefore, it has resolved that the standard age limit for the Board of Management defined by the Supervisory Board together with the target for the proportion of women will form the diversity concept in the sense of section 289f (2) no. 6 HGB. The primary goal of this concept is to ensure that the Board of Management can properly perform its tasks and is strengthened here by the diversity of its composition. This concept is implemented through the appointment of members of the Board of Management by the Supervisory Board. In the reporting year, the objectives defined in the concept were achieved.

For the period from 1 July 2017 until 30 June 2022, the Supervisory Board had set the target of one woman on the Board of Management that should be achieved at least by the end of this defined time period. This target has been met since the start of the term of office of Colette Rückert-Hennen on 1 March 2019. No target was defined for the period from 1 July 2022 onwards because there is no

longer any obligation to set a target for the Board of Management according to the legal regulation in section 111 (5) sentence 9 AktG.

The Board of Management has set the goal of further increasing the proportion of women at both management levels below the Board of Management in the period from 1 January 2021 to 31 December 2025. At both the first level (top management) and second level (upper management), the proportion of women should increase to at least 20%. This target was not yet achieved in the reporting period in top management. Nevertheless, it was possible to increase the proportion of women from 11.1% in the previous year to 15.4% in the reporting period. In upper management, the proportion of women increased from 23.1% in the previous year to 24.7% in the reporting period, which meant that the set targets were still achieved at the second level. We will continue to develop measures based on the HR strategy to achieve and stabilize the set targets.

Shareholders and Annual General Meeting

All **documents for the Annual General Meeting** are accessible to the general public on our website.

[Online ↗](#)

The shareholders of EnBW exercise their rights at the Annual General Meeting, including their right to vote. Prior to the Annual General Meeting, EnBW publishes the agenda and all of the relevant reports and documents that shareholders may require to evaluate it. These include the current annual report for the last completed financial year, which is available in an easily accessible format on the Internet. Any counter motions to items on the agenda of the Annual General Meeting received by the specified deadline are also made publicly available on the website.

Our shareholders have the opportunity to use a proxy appointed by the company if they are not able to personally attend the Annual General Meeting.

The ordinary Annual General Meeting 2023 took place in virtual form without the physical presence of shareholders or their proxies. Video and audio of the Annual General Meeting were broadcast online for shareholders and their representatives via a password-protected Investor Portal. In addition, the Annual General Meeting was broadcast live on the Internet as it was in the last few years until the end of the speech by the Chairman of the Board of Management.

Compliance

Compliance as an expression of all measures required for the observance of statutory regulations and internal guidelines is regarded as an essential management and supervisory task at EnBW. Since 2009, the compliance department has established a Group-wide compliance organization and defined the necessary rules and processes. The compliance department is responsible for the prevention, detection and sanctioning of corruption, the prevention of violations against competition and antitrust laws and the prevention of money laundering. The topic of data protection is the responsibility of the legal, market, data protection and digital business models department.

The regular in-person training events – which were supplemented by online training events in the reporting year – cover the latest compliance and data protection issues. One of the main focuses of the compliance activities is conveying a compliance culture. Providing advice and completing regular risk assessments are also part of the compliance activities. In cooperation with the internal audit department, control measures to ensure compliance with internal guidelines are implemented. The selective internationalization of EnBW is being accompanied by the compliance and data protection departments.

The most important compliance functions for the Group are represented on the compliance committee. The compliance department uses this body to coordinate the Group-wide compliance activities. Implementation of the centrally defined compliance measures in the decentralized units is controlled through the compliance forum, which is comprised of compliance officers from the most important Group companies and business units.

Preventative compliance measures are defined using a Group-wide compliance risk assessment on an annual basis as part of the compliance and data protection program of EnBW. These include communication and training measures, the introduction and development of rules and processes,

central management of guidelines and business partner auditing. The compliance culture is an aspect taken into account in all of the compliance activities. In particular, training measures are not only designed to convey knowledge but also to reinforce attitudes among employees for compliance-conforming activities, so that they can make their own contribution to the avoidance of compliance breaches.

Internal and external whistleblowers can report compliance breaches and suspected cases to the compliance department, to an ombudsperson commissioned for this purpose by EnBW as an external point of contact or since August 2023 via a digital whistleblower tool on the Internet. The ombudsperson can guarantee whistleblowers absolute confidentiality and anonymity with respect to EnBW. It is also possible to submit anonymous reports using the whistleblower tool. Reported compliance breaches and suspected cases are then handled by the compliance committee task force using a standardized process. The Head of Compliance reports on the status of the implementation of measures and on current compliance breaches to the Board of Management and audit committee of the Supervisory Board every quarter. An annual report is prepared for the Supervisory Board.

The compliance management system (CMS) is aligned to the risk situation of the company and continuously updated and examined.

Remuneration of the Board of Management and the Supervisory Board

The **remuneration report** is available as a separate report **together with other documents** on our website.

[Online ↗](#)

The remuneration of the Board of Management and the Supervisory Board are both presented in a detailed remuneration report. This can be found in a separate report on the company website. We refer you to this report at this point. The system of variable remuneration for the Board of Management that was resolved by the Supervisory Board in 2023 and approved by the Annual General Meeting on 3 May 2023 is described in detail in the remuneration report for the Board of Management. The documents described above that have to be made accessible according to sections 289f and 315d HGB are publicly available for download on the EnBW website. This declaration of corporate management is also publicly available there.

Transparency

Information on the business situation of EnBW is made available to the public on our website.

[Online ↗](#)

EnBW ensures the transparency stipulated in the DCGK at all times by keeping shareholders, the capital market, financial analysts, shareholder associations and the interested public up to date on material business changes at the company. In order to provide consistent information in good time to all interested groups, the company mainly relies on the Internet.

In particular, EnBW provides information on its business situation in the Integrated Annual Report, interim financial information, the press conference on the annual results, telephone conferences for investors and analysts to accompany the publication of quarterly and annual results and at other events such as investor conferences. The corresponding documents are publicly available on the EnBW website. The financial calendar also published on our website provides adequate notice of the publication dates for the Integrated Annual Reports and interim financial information, as well as the date of the Annual General Meeting, the press conference for the annual results and investor conferences.

If specific information on a matter relating to EnBW or the shares and bonds issued by EnBW which is not public knowledge should become available outside the regular reporting framework that could significantly influence the stock prices of these securities, we announce this insider information in the form of ad hoc notifications. In the 2023 financial year, ad-hoc notifications were published on 14 February 2023, 4 May 2023, 4 August 2023 and 31 October 2023.

In the 2023 financial year, EnBW did not receive any notices about transactions involving EnBW shares, EnBW bonds, emission allowances or related financial instruments by persons in managerial positions or those persons closely related to them. There were also no securities subject to disclosure requirements held by any members of the Board of Management or the Supervisory Board.

Financial reporting and the audit

Financial reporting at EnBW is carried out in accordance with the requirements of the International Financial Reporting Standards (IFRS), and, where applicable, the German Commercial Code (HGB) and German Accounting Standards (GAS). The Annual General Meeting on 3 May 2023 elected EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditor of the financial statements and the consolidated financial statements for the 2023 financial year and as auditor for the review of the condensed financial statements and interim management report contained in the Six-Monthly Financial Report, as well as for all reviews of additional interim financial information in the sense of section 115 (7) of the German Securities Trading Act (WpHG) in the 2023 financial year. At the same time, EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft was elected as the auditor for the review of all additional interim financial information in the sense of section 115 (7) WpHG in the 2024 financial year, insofar as such a review is carried out before the next Annual General Meeting.

The audit committee and its Chairwoman also commissioned EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft to audit the non-financial declaration published for the reporting period.

The Board of Management discussed the interim financial information with the audit committee before its publication. The consolidated financial statements for the 2023 financial year were made available to the public within 90 days of the end of the financial year and the Quarterly Statements and the Six-Monthly Financial Report for the 2023 financial year were made available within 45 days after the end of the relevant reporting period.

EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft was commissioned by the audit committee and its Chairwoman to perform the audit. The audit committee ensured in advance of the Annual General Meeting on 3 May 2023 that there was no doubt concerning the independence of the auditing firm to be commissioned and received a declaration of independence before submitting the proposal for the appointment of the auditor. This declaration also included the scope of other services, especially in the consultancy sector, which were provided to EnBW and its Group companies in the past financial year or have been contractually agreed for the following financial year. The agreement with the auditor stipulates that the audit committee must be informed immediately about any grounds for exclusion or conflicts of interest that arise during the audit unless such grounds are immediately eliminated. In addition, it was also agreed that the auditor would immediately inform the audit committee on all facts and events significant to the tasks of the Supervisory Board that come to the attention of the auditor during the performance of the audit and that the auditor would inform the Supervisory Board or make a corresponding note in the audit report if facts were uncovered during the performance of the audit that demonstrate that the declaration of compliance issued by the Board of Management and Supervisory Board in accordance with section 161 AktG is incorrect. Furthermore, it was ensured in accordance with article 5 EU Regulation 537/2014 that neither the auditor nor any member of his network provided prohibited non-audit services to EnBW or EnBW Group companies. The audit committee discussed the audit risk assessment, audit strategy, audit planning and audit results with EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft. The Chairwoman of the committee regularly discussed the progress of the audit with the auditor and reported on this to the committee. Both the audit committee and its Chairwoman regularly consulted with the auditor, sometimes without the presence of the Board of Management. EnBW did not have any share option programs or similar securities-based incentive schemes for the company in the reporting period nor does it currently have such programs or schemes.

In accordance with article 16 of the EU Audit Regulation (EU Regulation No 537/2014 of 16 April 2014), the audit committee of the Supervisory Board carried out a selection process in 2022 for the audit of the separate and consolidated financial statements of EnBW Energie Baden-Württemberg AG and certain separate financial statements and subgroup financial statements for Group companies integrated into the EnBW consolidated financial statements for the period covering the 2024 to 2028 financial years. At the end of this selection process, the audit committee of the Supervisory Board recommended – and provided reasons for the recommendations – of BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, and EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Stuttgart, for the period covering the 2024 to 2028 financial years. The Supervisory Board was notified that the preferred choice of the audit committee was BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, and was provided with the reasons for this decision. The audit committee also declared that its recommendation was free of any undue influence from third parties and emphasized, in particular, that there

was no clause of the type described in article 16 (6) of EU Regulation 537/2014 of 16 April 2014 that could have restricted its choice to certain auditors. On 8 December 2022, the Supervisory Board decided, based on the recommendation and preference of its audit committee and following the selection process carried out in accordance with article 16 of the EU Audit Regulation (EU Regulation No 537/2014 of 16 April 2014), to select the company BDO AG Wirtschaftsprüfungsgesellschaft for the audit of the separate and consolidated financial statements of EnBW Energie Baden-Württemberg AG and the separate financial statements and subgroup financial statements of certain EnBW Group companies for the period covering the 2024 to 2028 financial years and to propose this company to the Annual General Meeting as auditor of the financial statements and the consolidated financial statements for the previously stated period. This decision was taken more than one year before the first audit period to ensure compliance with the prescribed one-year “cooling-in” phase before the start of the audit period covered by the new auditor and the members of its network that is stipulated in article 5 (1) b of the EU Audit Regulation (EU Regulation No 537/2014 of 16 April 2014). The ordinary Annual General Meeting 2024 will be presented with a proposal for the election of BDO AG Wirtschaftsprüfungsgesellschaft as auditor of the financial statements and the consolidated financial statements for the 2024 financial year.

Declaration of compliance

In accordance with section 161 AktG, the Board of Management and the Supervisory Board of EnBW Energie Baden-Württemberg AG declared on 7 December 2023 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 described 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 a considerable administrative burden with respect to the procurement and evaluation of data, especially as the composition of a specific peer group would be subject to constant 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. The 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.

The 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, and the European Commission has not given any further justification as to why, 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.

The declaration was also published separately. This page also includes a link to the download center where all of the declarations of compliance of EnBW published since 2002 are available.

This declaration of compliance and the declarations from previous years are published here.

[Online ↗](#)

Karlsruhe, 11 March 2024

EnBW Energie Baden-Württemberg AG

On behalf of the Board of Management

Colette Rückert-Hennen

On behalf of the Supervisory Board

Lutz Feldmann