

# Corporate Governance Statement



Employees of EUROGATE Container Terminals Wilhelmshaven in front of the COSCO SHIPPING STAR

## CORPORATE GOVERNANCE STATEMENT

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The following joint Corporate Governance Statement made by the Personally Liable General Partner and the Supervisory Board of EUROKAI GmbH & Co. KGaA (in the following "EUROKAI") pursuant to Sections 289f and 315d of the German Commercial Code (HGB) is the central element of corporate governance reporting in accordance with Principle 23 of the German Corporate Governance Code in the current version of 28 April 2022 published by the German Federal Ministry of Justice in the official section of the Federal Gazette on 27 June 2022 (in the following "Code"). It also includes the Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG) and is made publicly accessible on the EUROKAI website at [www.eurokai.com/Investor-Relations/Corporate-Governance](http://www.eurokai.com/Investor-Relations/Corporate-Governance).

As a company listed on the German stock exchange and having its head office in Germany, the general corporate governance framework for EUROKAI is governed by the applicable laws, the Articles of Association and the Code. In the management and supervision of the company in the enterprise's best interests, the Personally Liable General Partner and the Supervisory Board take into account their social responsibility as well as sustainability factors. Apart from justified exceptions, EUROKAI complies with the recommendations of the German Corporate Governance Code.

EUROKAI is a partnership limited by shares and as such is an independent legal entity pursuant to Section 278 (1) of the German Stock Corporation Act (AktG), in which at least one partner is generally liable with the entirety of its assets vis-à-vis the company's creditors (Personally Liable General Partner) and the other partners have a stake in the authorised capital, which is divided into shares, without being personally liable for the company's liabilities (limited partners).

While the personally liable managing partner of a KGaA (partnership limited by shares) can in many respects be compared to the management board of a stock corporation and Section 283 AktG therefore rules that a number of provisions governing the management board of a stock corporation shall apply mutatis mutandis to the personally liable general partner of a KGaA, there is, however, one significant difference. The personally liable general partner of a KGaA – contrary to the management board of an AG pursuant to Section 84 AktG – is not appointed and dismissed by its supervisory board; rather, it is a shareholder. Thus the supervisory board of a KGaA does not have the power to make personnel appointments or dismissals.

Furthermore, special provisions apply if the personally liable general partner is not a natural person but an enterprise, such as in the case of EUROKAI a private limited company (GmbH). In this case, the internal regulations of the GmbH apply with respect to the appointment and

dismissal of the managing directors of the GmbH and to the terms of their employment contracts.

Personally Liable General Partner of EUROKAI is Kurt F.W.A. Eckelmann GmbH, Hamburg. Its Managing Directors are appointed and dismissed by its Administrative Board. The latter also concludes the senior executive agreements with the Managing Directors. Currently appointed as Managing Directors are Mr Thomas H. Eckelmann (Chairman) and Ms Cecilia Eckelmann-Battistello.

Furthermore, the duty of the supervisory boards of listed companies to set target quotas for the proportion of women on their executive board, as required under Section 111 (5) AktG therefore cannot apply to the appointment of the Management Board of Kurt F.W.A. Eckelmann GmbH, because this responsibility does not lie with the Supervisory Board. If, regarding the composition of the governing body entitled to represent the company – pertaining here to Kurt F.W.A. Eckelmann GmbH – Section 289f (2) no. 6 HGB requires a description of the pursued diversity concept, this is not possible for the same reasons; this is a decision taken not by the Supervisory Board of EUROKAI, but autonomously by the Administrative Board of Kurt F.W.A. Eckelmann GmbH. For the same reasons, long-term succession planning as recommended in B.2 of the Code cannot be carried out by the Supervisory Board, nor can the other recommendations set out in Section B of the Code regarding Appointments to the Management Board.

EUROKAI has no employees of its own. Accordingly, the obligation to define target values for the percentage of women at the top tiers of management is also not applicable at the EUROKAI level. Tasks not related to the management structure of EUROKAI, such as finances, management accounting and financial accounting are handled within the scope of a service agreement by EUROGATE GmbH & Co. KGaA, KG, Bremen (in the following "EUROGATE"), see below.

EUROKAI is a financial holding company. Its principal ownership interests are the 66.6% holding in Contship Italia S.p.A., Melzo/Milan, Italy, as well as the 50% interest in EUROGATE, the holding company of the EUROGATE Group, in which BLG Logistics Group AG & Co. KG, Bremen, a company owned by the Free Hanseatic City of Bremen (municipality), also holds 50%. The EUROGATE Group, in turn, has a 33.4% stake in Contship Italia S.p.A. Thus in substance EUROKAI holds a total 83.3% interest in the CONTSHIP Italia Group. Ms Cecilia Eckelmann-Battistello is President of Contship Italia S.p.A. and Mr Thomas H. Eckelmann is Chairman of the Group Management Board of EUROGATE, as well as a member of the Board of Directors of Contship Italia S.p.A.

## SHAREHOLDERS AND GENERAL MEETING

The shareholders of EUROKAI exercise their rights at the General Meeting. The ordinary General Meeting held once a year decides on all matters determined by law and the Articles of Association. Contrary to a stock corporation, in which pursuant to Section 172 German Stock Corporation Act (AktG) the Supervisory Board is generally responsible for

approving the annual financial statements (for exceptions see Section 173 AktG), in a KGaA, pursuant to Section 286 (1) AktG, the General Meeting resolves upon the approval of the annual financial statements. This ruling requires the consent of the Personally Liab General Partner. Under the provisions of Section 285 (2) AktG, resolutions of the General Meeting also require the consent of the Personally Liab General Partner.

A nominal value of EUR 1.00 for each voting share entitles its holder to one vote.

All shareholders who have registered in due time and who duly prove their entitlement to participate in the General Meeting are entitled to participate in the General Meeting, irrespective of whether this is held in person or virtually. Shareholders entitled to vote may exercise their voting rights in person at the General Meeting or assign their voting rights by proxy to a chosen representative (for example a bank, a shareholders' association or a proxy appointed by the company acting on their instructions) to vote on their behalf. Voting instructions may be given to the respective proxy before and during the General Meeting up until the end of the general debate. Following 2020 and 2021, the 2022 General Meeting was again held as a virtual General Meeting due to the special circumstances surrounding the COVID-19 pandemic and on the basis of the legal framework created for this purpose. Shareholders were able to exercise their rights before and during the General Meeting via an online General Meeting portal. In the 2023 financial year, it is planned to once again hold the General Meeting as an attendance event.

The convening of the General Meeting, as well as the reports and information required for the passing of resolutions and any shareholder countermotions or candidate proposals that the company is obliged to make accessible are published in compliance with the requirements under stock corporation law and made available on the EUROKAI website at [www.eurokai.com/Investor-Relations/General-Meeting](http://www.eurokai.com/Investor-Relations/General-Meeting).

#### **PERSONALLY LIABLE GENERAL PARTNER**

The Management Board of the Personally Liab General Partner is composed of two Managing Directors, Ms Cecilia Eckelmann-Battistello and Mr Thomas H. Eckelmann. Mr Thomas H. Eckelmann is Chairman of the Management Board. Under the rules of procedure for the Management Board, he is responsible for coordinating the activities of the Management Board, representing the company in the public domain, and conducting business dealings with the Administrative Board constituted in this company and with the shareholders. Notwithstanding the fact that the Managing Directors are jointly responsible for the management, they carry out independently the duties assigned to them in the schedule of responsibilities. Mr Thomas H. Eckelmann is specifically responsible for EUROGATE, of which he is Chairman of the Group Management Board, and Ms Cecilia Eckelmann-Battistello is specifically responsible for the CONTSHIP Italia Group, of which she

is President. Under the rules of procedure, the authorisation to independently conduct the tasks assigned to them reaches its limits where, for example, both areas of responsibility or transactions of material importance are affected, or in the case of measures requiring the consent of the Administrative Board. These and other cases set forth in the rules of procedure require a joint resolution to be adopted by both Managing Directors. Under the provisions set out in the rules of procedure, the Managing Directors reach their decisions in meetings that – based on the needs of this pure financial holding company – are held regularly at least twice per month and additionally on a case-by-case basis as required. These are chaired by the Chairman of the Management Board. Use is made of the possibilities to adopt resolutions outside meetings in written or electronic form. Should the Managing Directors not be able to come to an agreement, the Chairman of the Administrative Board shall be responsible for arbitration.

#### **REMUNERATION OF THE PERSONALLY LIABLE GENERAL PARTNER, REMUNERATION REPORT**

The Remuneration Report on the compensation of the Managing Directors of the Personally Liab General Partner, including the independent auditor's report, is available at [www.eurokai.com/Investor-Relations/Corporate-Governance](http://www.eurokai.com/Investor-Relations/Corporate-Governance). Section 87a AktG provides that the supervisory board shall determine a system for the remuneration of the members of the management board. With reference to this, Section 120a AktG stipulates that the general meeting shall resolve on the approval of this remuneration system. Due to the fact that the Managing Directors of the Personally Liab General Partner of EUROKAI receive no remuneration either from EUROKAI itself or from Kurt F.W.A. Eckelmann GmbH, no remuneration system has been determined for EUROKAI. Therefore, the General Meeting is not required to pass a resolution on this matter. Whether the regulations relating to the remuneration system for the management board of an AG pursuant to Sections 87a, 120a (1–3) AktG even apply to enterprises such as EUROKAI having the legal form of a GmbH & Co. KGaA is therefore open to interpretation and, according to the prevailing view in the legal literature, would appear not to be the case.

#### **SUPERVISORY BOARD**

##### **Composition, objectives, diversity concept and profile of skills and expertise**

Pursuant to Section 11 of the Articles of Association, the Supervisory Board of EUROKAI is composed of six members, who are elected by the shareholders. They are appointed for a term of four years. In compliance with the recommendations of the German Corporate Governance Code, Supervisory Board members are elected individually.

Giving consideration to the fact that EUROKAI is a pure financial holding company whose investment holdings operate nationally and internationally almost exclusively in the field of port handling, as well as indirectly in related upstream and downstream areas of activity in the

transport sector, the Supervisory Board has specified concrete objectives regarding its composition. These objectives are intended on the one hand to ensure that the Supervisory Board of EUOKAI GmbH & Co KGaA in its entirety is familiar with the sector in which the company operates within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG), and at the same time they define a profile of skills and expertise that its members as a group should possess in accordance with Recommendation C.1 of the Code and describe the diversity concept pursued within the meaning of Section 289f (2) no. 6 of the German Commercial Code (HGB). These objectives do not, however, constitute binding requirements to be heeded by shareholders eligible to elect members, who remain completely free in making their decisions. Rather, election recommendations made by the Supervisory Board to the General Meeting should take these objectives into account as a basis for implementation by corresponding resolution of the General Meeting. The current composition of the Supervisory Board can be found at [www.eurokai.com/The-Company/Supervisory-board](http://www.eurokai.com/The-Company/Supervisory-board).

The diversity concept aims to comply with the recommendation of the Code under Principle 11, namely that the composition of the Supervisory Board has to ensure “that its members collectively possess the knowledge, skills and professional expertise required to properly perform their duties; furthermore, the legal gender quota must be considered.”

The Supervisory Board has specified the following concrete objectives:

1. The most important prerequisites for appointments to seats on the Supervisory Board, irrespective of the gender of the respective person concerned, are professional qualifications and personal independence and expertise as well as discretion, integrity and sufficient time available to discharge their duties. When proposing Supervisory Board candidates for election, irrespective of their gender, the Supervisory Board will always give top priority to these prerequisites, which are essential for fulfilling its legal duties.
2. Overall, the Supervisory Board's objective is to be able to optimally meet its oversight and advisory duties by having a diversity of members. Diversity covers many aspects, which may be weighted differently from time to time. This may, for example, be the case if the profile of the EUOKAI, EUROGATE and/or CONTSHIP Italia Group or that of the respective markets changes, making it necessary to evaluate these aspects at regular intervals. Obviously, not all Supervisory Board members need to satisfy all of these aspects; however, the board as a whole should do so as far as possible. Given the specific circumstances of EUOKAI, these aspects shall reflect in particular internationality, knowledge of the respective product and geographical markets, basic financial expertise (particularly in the areas of accounting and auditing), expertise concerning the sustainability issues relevant to EUOKAI, capability to understand and critically scrutinise business decisions and practical experience in commercial law. To ensure the composition of the Supervisory

Board fulfils the overall profile of required skills and expertise, consideration shall be given generally to age, gender, general educational and professional background, leadership experience as well as the ability to work in a team, integrity, professionalism and motivation. It goes without saying that each Supervisory Board member must ensure that they have sufficient time available to discharge their duties. Lastly, care shall be taken to ensure that there are no potential conflicts of interest and that the Supervisory Board includes an appropriate number of independent members within the meaning of C II of the Code. In the following, a number of concrete objectives are identified.

3. At least two members of the Supervisory Board shall have international business experience; they do not necessarily have to be foreigners themselves and do not necessarily need to have acquired the relevant experience abroad.
4. At least one Supervisory Board member shall have experience and expertise in the business segments that are significant for the company.
5. After expiry of the transitional provision under Article 16 no. 1 of the German Act to Strengthen Financial Market Integrity (Finanzmarktintegritätsstärkungsgesetz – FISG), at least one member of the Supervisory Board shall, as defined by Section 100 (5) of the German Stock Corporation Act (AktG) and Principle 15 of the Code, have expertise in the field of financial accounting and at least one other member must have expertise in the field of auditing. This shall also apply to the Audit Committee with the proviso that its chair shall not only be a financial expert but shall also have appropriate expertise in sustainability reporting in accordance with recommendation D.3 of the Code.
6. The Supervisory Board shall include at least one legal expert with experience in commercial law gained through practice.
7. The members as a group shall be familiar with the business sector in which the company operates.
8. As long as EUOKAI by virtue of its shareholder structure – as is currently the case – can be considered to be a family-owned company, the Supervisory Board shall have at least (i) one family member and (ii) one member who has experience in managing a medium-sized or large family-owned company. The family member shall, if possible, be a member of the Audit Committee.
9. The Supervisory Board shall include what it considers an adequate number of independent members, as defined by C II of the Code. This recommendation further implies that any other activities and functions exercised by the members of the Supervisory Board shall be such that they are not likely to cause a substantial – and not merely temporary – conflict of interest. Given that by virtue of its shareholder structure the enterprise can currently be considered to be a family-owned company, the Supervisory Board considers it desirable that at least two of its members are independent, whereby these members shall be independent from both EUOKAI and the family.
10. Supervisory Board members shall not be members of governing bodies of, or exercise advisory functions at, significant competitors of the enterprise.

11. The Supervisory Board shall include at least one member with appropriate expertise in the field of digitalisation/IT.
12. The Supervisory Board shall have at least one member with expertise in the field of portfolio management and at least one other member with experience in the fields of capital market law and corporate governance.
13. At least one Supervisory Board member shall have expertise in the sustainability issues that are significant for EUROKAI.
14. The Supervisory Board considers it generally desirable to integrate women into the work of the company, as is currently and has for many years been the case regarding the work of the Management Board of the Personally Liabale General Partner, and consequently also into the tasks of the Supervisory Board. The Supervisory Board currently has one (1) female member. It has set itself the target to increase the number of female members on the governing body to two (2) at the latest by the end of the 2025 ordinary General Meeting, bringing the proportion of seats reserved for women to 1/3.
15. As a general rule, an age limit of 75 shall apply for members of the Supervisory Board. Exceptions are permitted in isolated cases, in the knowledge that age in itself is not a criterion for qualifications and expertise and that the many years of experience accumulated by members of the Supervisory Board constitute a valuable asset to the company.
16. The Supervisory Board reviews these objectives on a regular basis. It publishes its objectives and the status of their implementation annually in the Corporate Governance Statement.

The Supervisory Board is of the opinion that all of the above objectives were satisfied in the 2022 financial year; except for no. 14 above:

- This applies with respect to nos. 3 and 4 in full at least to Dr Winfried Steeger, Dr Klaus-Peter Röhler, and Messrs Jochen Döhle and Max Warburg; with respect to international business experience to Mr Christian Kleinfeldt and with respect to experience and expertise in the business segments that are significant for EUROKAI to Ms Katja Both.
- With respect to no. 5 at least to Dr Klaus-Peter Röhler and Mr Christian Kleinfeldt. They are experts in the fields of both financial accounting and auditing. Both gentlemen acquired their expertise through many years of professional experience. The curricula vitae of Dr Klaus-Peter Röhler and Mr Christian Kleinfeldt are published on the EUROKAI website at [www.eurokai.com/The-Company/Supervisory-Board](http://www.eurokai.com/The-Company/Supervisory-Board). The Act to Strengthen Financial Market Integrity (FISG) amended the German Stock Corporation Act to the effect that the Audit Committee should also include at least one member who has expertise in the field of financial accounting and one other member who has expertise in the field of auditing, whereby D.3 of the Code additionally stipulates that the Chair of the Audit Committee shall also have appropriate expertise in sustainability reporting.

After the end of the transitional period, these requirements will be met.

- With respect to no. 6 to Dr Winfried Steeger and Dr Klaus-Peter Röhler.
- No. 7 is satisfied.
- With respect to no. 8 to Ms Katja Both, who is the daughter of the Chairman of the Management Board of the Personally Liabale General Partner, Mr Thomas H. Eckelmann, and additionally a co-partner in the Eckelmann family holding company, which indirectly holds a majority interest in EUROKAI. She has been a member of the Audit Committee since 4 April 2018. Moreover, Dr Winfried Steeger and Mr Christian Kleinfeldt have extensive experience in coaching and managing family-owned companies.
- With respect to no. 9 at least to Dr Winfried Steeger, Dr Klaus-Peter Röhler and Mr Christian Kleinfeldt; in the assessment of the Supervisory Board also to Messrs Jochen Döhle and Max Warburg, who although members of the Supervisory Board for longer than 12 years are nevertheless to be regarded as completely independent. This is borne out by the discussions at the meetings and telephone/video conferences of the Supervisory Board, in which both gentlemen have repeatedly demonstrated their independence through objective criticism and questions.
- No. 10 is satisfied.
- With respect to no. 11 at least to Dr Klaus-Peter Röhler and Ms Katja Both.
- With respect to no. 12 at least to Dr Winfried Steeger. Dr Klaus-Peter Röhler and Mr Christian Kleinfeldt have expertise in the field of portfolio management and Mr Max Warburg has expertise in the fields of capital market law and corporate governance.
- With respect to no. 13 at least to Dr Winfried Steeger, with the proviso that Dr Winfried Steeger has only recently become more intensively acquainted with sustainability issues. It is intended to strengthen the Supervisory Board's expertise in this area in the short term.
- The objective defined in the previous version of no. 14, formerly no. 11, to integrate at least two women into the work of the Board by the end of the 2021 General Meeting, was not achieved. For the new appointment to the Supervisory Board scheduled for 2021 after Dr Sebastian Biedenkopf resigned his mandate, the search was initially directed towards a suitably qualified female candidate who would be able to take over as Chair of the Audit Committee. Despite intensive efforts, this search was unsuccessful. In contrast, the search for a male candidate was successful. In Mr Christian Kleinfeldt, the Supervisory Board found a

personally independent and professionally qualified successor who covers many of the objectives of the Supervisory Board regarding its composition, in particular with respect to expertise in the areas of financial accounting and the audit of financial statements. The Supervisory Board has redetermined the deadline by which 1/3 of the seats are to be filled by women to the end of the General Meeting in 2025 in order to have a sufficient time horizon to find a suitable candidate.

- The age limit defined in no. 15 was not exceeded by any member of the Supervisory Board.

Former Managing Directors of the Personally Liable General Partner of EUROKAI whose appointed term ended less than two years ago are not represented on the Supervisory Board.

The objectives defined by the Supervisory Board for its composition are also published on the website at [www.eurokai.com/Investor-Relations/Corporate-Governance](http://www.eurokai.com/Investor-Relations/Corporate-Governance), as amended.

The areas of expertise of the individual members of the Supervisory Board are also detailed below in the form of a qualification matrix:

	Dr. Winfried Steeger	Dr. Klaus-Peter Röhler	Katja Both	Jochen Döhle	Christian Kleinfeldt	Max M. Warburg
1. Knowledge of the sustainability issues relevant for EUROKAI	✓					
2. International business experience	✓	✓		✓	✓	✓
3. Experience and expertise in the business segments that are significant for EUROKAI	✓	✓	✓	✓		✓
4. Expertise in the field of financial accounting		✓			✓	
5. Expertise in the field of auditing of financial statements		✓			✓	
6. Experience in commercial law	✓	✓			✓	✓
7. Familiarity with the business sector in which the company operates	✓		✓			✓
8. Family member (to the extent that EUROKAI can be considered a family-owned enterprise)			✓			
9. Experience in managing a medium-sized or large family-owned company	✓		✓		✓	
10. Independent from both EUROKAI and of the family (no conflicts of interest)	✓	✓		✓	✓	✓
11. Is not a member of governing bodies of, or does not exercise advisory functions at, significant competitors of the enterprise	✓	✓	✓	✓	✓	✓
12. Expertise in the field of digitalisation/IT		✓	✓			
13. Expertise in the field of portfolio management, M & A	✓	✓			✓	
14. Personally independent	✓	✓		✓	✓	✓
15. Experience in the fields of capital market law and corporate governance	✓					✓

## Committees of the Supervisory Board

The Supervisory Board of EUROKAI has set up an Audit Committee, which is composed of three members of the Supervisory Board. Where appropriate, the Committee prepares resolutions that are deliberated at the meetings of the Supervisory Board and supplements the work of the Supervisory Board. In as far as the law and the Articles of Association permit, the Supervisory Board may form additional advisory and decision-making committees as and where necessary.

Under the rules of procedure, the Chair of the Supervisory Board, Dr Winfried Steeger, is an “automatic” member of the Audit Committee; however, in line with the recommendation under no. D.3 of the German Corporate Governance Code, he does not chair the Audit Committee. The Chair of the Audit Committee since 2021, Mr Christian Kleinfeldt, is independent and has gained extensive professional expertise and experience in the application of accounting principles, internal control procedures and the audit of financial statements. The other member of the Audit Committee is Ms Katja Both.

The Audit Committee usually convenes twice a year.

The Supervisory Board did not form a Human Resources Committee since, due to its function as a pure holding company, EUROKAI has no employees of its own and the appointment and dismissal of the Managing Directors of the Personally Liable General Partner are the responsibility of its Administrative Board.

## Working procedures of the Supervisory Board

The working procedures of the six-member Supervisory Board are based on the Supervisory Board's rules of procedure. These can be found on the EUROKAI website at [www.eurokai.com/The-Company/Supervisory-Board](http://www.eurokai.com/The-Company/Supervisory-Board) under the menu point Downloads. The Supervisory Board usually convenes four ordinary meetings during the year, the dates of which are determined annually in advance. These meetings are regularly also attended by the Management Board of the Personally Liable General Partner; however, where required or in cases where the auditor is called in as an expert (Section 109 (1) sentence 3 AktG), the Management Board does not participate in these meetings, unless the Supervisory Board deems the participation of the Management Board to be necessary. The same shall apply to meetings of the Audit Committee. In addition, the Supervisory Board where necessary adopts resolutions outside meetings using modern means of communication, so that resolutions in written or electronic form are sufficient. The Supervisory Board has a Chairman, currently Dr Winfried Steeger, who convenes the meetings, chairs meetings and is responsible for adoption of the resolutions passed. As provided for by law, resolutions require a simple majority and may only be passed on items of the agenda announced beforehand in due form in the convention documents, unless all members of the Supervisory Board consent to the

passing of a resolution. The work of the Supervisory Board in the meetings is intensive and is characterised by the specialist expertise of its members.

The Chairman of the Supervisory Board maintains regular contact with the Management Board in order to be informed on an ongoing basis about the course of business. The Supervisory Board is also kept regularly informed by the Management Board about the development of the company through legally stipulated reports and special reports, as and when required.

The Supervisory Board regularly conducts an efficiency audit of its own work and that of its Audit Committee. The most recent review was discussed at the meeting of the Supervisory Board on 14 September 2022. The Chairman of the Supervisory Board had asked all members of the Supervisory Board to fill out questionnaires in advance, giving detailed information on various topics. He presented the results at the meeting of 14 September 2022, followed by an intensive discussion, including suggestions for improvement and a list of priorities. No deficits were identified. The next review is planned for autumn 2024.

## Remuneration of the Supervisory Board

The presently valid remuneration of the Supervisory Board is specified in Section 13 (1) of the Articles of Association. The General Meeting of 9 June 2021 confirmed the remuneration and the remuneration system for the members of the Supervisory Board in a resolution. The Remuneration Report, including the independent auditor's report, the description of the remuneration system for the Supervisory Board as well as the corresponding remuneration resolution for the members of the Supervisory Board are publicly available at [www.eurokai.com/Investor-Relations/Corporate-Governance](http://www.eurokai.com/Investor-Relations/Corporate-Governance).

## Cooperation between Personally Liable General Partner and Supervisory Board

The Personally Liable General Partner and the Supervisory Board of EUROKAI give high priority to responsible and transparent management committed to corporate responsibility and geared towards long-term success, taking into account social responsibility and sustainability factors, as well as to the appropriate management of risks. The Personally Liable General Partner informs the Supervisory Board in a regular, timely and comprehensive manner on all matters relevant to the parent and the Group as well as the joint ventures included in the consolidated financial statements, relating to the corporate strategy, business policy, corporate planning (in particular financial, investment and personnel planning including liquidity and refinancing planning), environmental, social and organisational aspects of corporate governance (ESG) in accordance with the requirements of sustainability reporting under the CSRD (Corporate Sustainability Reporting Directive). It also reports on the development of business, especially the revenue performance, the financial position of the company, the cash flows and financial performance, and profitability, and explains any deviations –

stating reasons – from projections, risk exposure, especially transactions having a possible material impact on the company's profitability or liquidity, as well as risk management, the internal control system and auditing practices, including compliance. Furthermore, it ensures compliance with statutory provisions, in particular the measures stipulated in Section 91 (2) and (3) of the German Stock Corporation Act (AktG), and uses its influence to ensure they are complied with across the Group companies.

The Supervisory Board advises and supervises the Personally Liab General Partner in the running of the company. In the case of exceptional business transactions, the Personally Liab General Partner must obtain the prior approval of the Supervisory Board pursuant to Section 7 of the Articles of Association. Furthermore, it must prepare and present a budgeted income statement as well as an annual investment and financial plan for approval by the Supervisory Board and report on their implementation on a quarterly basis. The Supervisory Board reviews and approves the single-entity financial statements and the management report of the company as well as the consolidated financial statements and Group management commentary, the report on relations with affiliated companies, the non-financial report and non-financial Group report, and the management's proposal on the appropriation of net retained profits. The Supervisory Board, together with the Management Board of the Personally Liab General Partner, is responsible for the preparation of the Remuneration Report.

The Chairman of the Supervisory Board coordinates work performed by the Board, chairs its meetings and represents the Board's interests vis-à-vis third parties. Between meetings, he regularly consults with the Management Board of the Personally Liab General Partner.

The Supervisory Board has more precisely defined the reporting and information requirements of the Personally Liab General Partner and made them available on the website at [www.eurokai.com/Investor-Relations/Corporate-Governance](http://www.eurokai.com/Investor-Relations/Corporate-Governance).

#### **Directors' dealings**

Pursuant to Article 19 of the Market Abuse Regulation (EU) No. 596/2014, the members of the Management Board of the Personally Liab General Partner and of the Supervisory Board, as well as parties closely related to them, are obliged to disclose proprietary transactions involving shares of EUOKAI where their value reaches or exceeds the sum of EUR 20,000 in the respective calendar year. The transactions reported to EUOKAI were duly disclosed and are accessible

on the website at [www.eurokai.de/Investor-Relations/Corporate-Governance](http://www.eurokai.de/Investor-Relations/Corporate-Governance).

## **INFORMATION ON CORPORATE GOVERNANCE PRACTICES**

### **Transparency**

EUOKAI informs the general public in a regular and timely manner on the economic position of the Group. The Annual Report and the half-yearly financial report are published within the statutory periods ([www.eurokai.com/Investor-Relations/Financial-Reports](http://www.eurokai.com/Investor-Relations/Financial-Reports)). First- and third-quarterly interim statements are also published on a voluntary basis. Newsworthy events and new developments are reported in press releases and, where necessary, ad-hoc announcements, which are subsequently published on the EUOKAI website ([www.eurokai.com/Investor-Relations/ad-hoc-announcement](http://www.eurokai.com/Investor-Relations/ad-hoc-announcement) and [/further-publications](#)). The legally stipulated reports, documents and information required for the General Meeting are available on the website together with the agenda of the General Meeting and any countermeasures or nominations on the part of the shareholders that the company is obliged to make accessible to the public.

The planned dates for the main recurring events and publications – such as General Meeting, Annual Report, half-yearly financial report and interim statements – are listed in a financial calendar which is published sufficiently in advance and made permanently available on the EUOKAI website ([www.eurokai.com/Investor-Relations/Financial-calendar](http://www.eurokai.com/Investor-Relations/Financial-calendar)).

### **Risk management**

EUOKAI regards the responsible management of business risks as an important principle of good and sustainable corporate governance. Early identification of risks and minimisation of risk positions form an integral part of this. EUOKAI employs an internal control and risk management system, including the compliance management system (further details below) and an internal auditing system, which identify, assess and control risks. Continuous adaptation of the systems – in particular of the manuals pertaining to the early risk identification system of the CONTSHIP Italia and the EUROGATE Group – to changed

general conditions, as well as monitoring their effectiveness, is a permanent task for the Personally Liable General Partner and the Supervisory Board, with the support of the auditor.

The Personally Liable General Partner informs the Supervisory Board regularly and promptly of existing risks and their development.

For further details, we refer to the Report on expected developments, opportunities and risks under No. 13 of the Group management commentary.

### **Compliance-Management-System**

Within EUOKAI, the umbrella term “compliance” relates to the adherence to legal norms and internal guidelines and working towards their observance in the EUOKAI Group companies.

This goal is pursued through the establishment, coordination and ongoing development of a Group-wide compliance management system designed as far as possible to prevent compliance violations and avoid damage to EUOKAI's good reputation, liability claims or other legal prejudice to the EUOKAI Group, its employees and governing bodies.

A further objective and at the same time a central task of the compliance management system is to identify and continuously assess significant compliance risks, while implementing appropriate measures and processes to minimise such risks.

Moreover, the compliance management system seeks to raise awareness amongst the employees of the EUOKAI Group of the need to observe the relevant legal regulations and internal guidelines which apply to their field of work and thus create awareness amongst the workforce of possible compliance risks and strategies for managing such risks.

For the EUOKAI Group entities, the following applies:

Since EUOKAI is a pure financial holding company with, in terms of personnel, only two Managing Directors of the Personally Liable General Partner and two authorised representatives, it has not been deemed necessary to set up a specific compliance management system.

The CONTSHIP Italia Group established a code of conduct in 2012, which was further developed as part of a Group-wide revision of the regulatory system in 2021, and states that all activities of the CONTSHIP Italia Group shall be in compliance with the legislative framework, the principles of fair competition, honesty, integrity, fairness, good faith, and respect the legitimate interests of its customers, staff, shareholders, business and financial partners. Principles are also established in particular in respect of compliance-relevant issues such as conflicts of interest, money laundering and the giving or accepting of undue advantage. The Code of Ethics is published on the website of

the CONTSHIP Italia Group at [www.contshipitalia.com/brochures/download](http://www.contshipitalia.com/brochures/download). Internal company policies define additional principles for dealing with compliance issues. The CONTSHIP Italia Group has implemented an anonymous whistleblower system, which is supervised by an external ombudsman. No confirmed cases of corruption were reported through the whistleblower system in 2022.

Responsibility for compliance with compliance-relevant issues rests with the Management Board of Contship Italia S.p.A., the holding company of the CONTSHIP Italia Group, and the management boards of the respective entities within the CONTSHIP Italia Group. Internal audits support the identification of potential improvements with regard to compliance with the Group's guidelines. On the basis of the audit results, each company develops an action plan should significant discrepancies have been identified. The compliance supervisory bodies are responsible for monitoring compliance with the guidelines.

The compliance management system for the EUROGATE Group companies is laid down in a compliance policy, which is permanently available to employees of the EUROGATE Group for download on the intranet. EUROGATE has also implemented an anti-corruption policy and a code of conduct and supplemented these in December 2022 with rules of procedure in accordance with the German Supply Chain Act (Lieferkettensorgfaltspflichtengesetz). These describe the system for reporting grievances along the supply chain. All documents are accessible on the intranet as well as on the EUROGATE website at [www1.eurogate.de/en/About-us/Compliance](http://www1.eurogate.de/en/About-us/Compliance). They also contain the contact details of the compliance officer and the external ombudsman to whom employees and third parties can turn, anonymously if they so wish (whistleblower hotline). The compliance policy describes in detail the relevant duties and responsibilities within the Group. The duties are performed interdisciplinarily by various bodies, with the compliance officer being involved in each case. Additionally, the responsibilities of the governing bodies, relating in particular to the Supervisory Board and the EUROGATE Group Management Board, on each of which a central contact is named, and of the compliance officer are defined. In order to guarantee the independence and objectivity of the compliance officer, their appointment may only be countermanded for cause through application of Section 626 of the German Civil Code (BGB). Once a year, the compliance officer submits an internal report to the Group Management Board and the supervisory bodies. This contains, among other things, an inventory of the main compliance risks as well as proposals for new measures or changes.

Technical responsibility for the compliance management system lies with the EUROGATE legal department in Hamburg. In the 2022 reporting year, there was one case of a compliance breach.

### **Financial accounting and reporting and audit of the annual and consolidated financial statements**

EUOKAI prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRSs) as

adopted by the EU. The single-entity annual financial statements are prepared according to the requirements of the German Commercial Code (HGB). They are audited by the auditor as well as by the Audit Committee and the Supervisory Board. The half-yearly financial report is reviewed by the Audit Committee together with the Personally Liable General Partner prior to being published.

The consolidated financial statements and single entity financial statements of EUROKAI were audited and each issued an unconditional audit certificate by the auditor FIDES Treuhand GmbH & Co. KG, Bremen ("FIDES") which was appointed by the 2022 General Meeting. At the General Meeting 2023, in line with the recommendation of the Audit Committee, the Supervisory Board will propose that FIDES Treuhand GmbH & Co. KG, Bremen, be granted the audit mandate for the single-entity financial statements and the consolidated financial statements for the 2023 financial year and, as a precautionary measure, also be appointed to review the half-yearly financial report for the 2023 financial year.

#### **DECLARATION OF COMPLIANCE OF EUROKAI GMBH & CO. KGAA WITH THE GERMAN CORPORATE GOVERNANCE CODE IN ACCORDANCE WITH SECTION 161 OF THE GERMAN STOCK CORPORATION ACT (AKTG)**

Pursuant to Section 161 of the German Stock Corporation Act (AktG), the Management Board of Kurt F.W.A. Eckelmann GmbH, Hamburg, as Personally Liable General Partner, and the Supervisory Board of EUROKAI GmbH & Co. KGaA, Hamburg (hereinafter "EUROKAI"), taking into account the specific organisational distinctions of the legal form of a partnership limited by shares (KGaA) as set out in the following (cf. Section I), and the structuring of this legal form through EUROKAI's Articles of Association, declare that, with the exception of the deviations set out in the following (cf. Section II), in the period since the last Declaration of Compliance of March 2022, EUROKAI has complied with and will continue to comply with the recommendations of the "Government Commission German Corporate Governance Code" in the version dated 28 April 2022 and published in the Federal Gazette on 27 June 2022 (hereinafter the "Code").

#### **I. SPECIFIC ORGANISATIONAL DISTINCTIONS OF THE LEGAL FORM OF A PARTNERSHIP LIMITED BY SHARES (KGAA)**

- EUROKAI is a Kommanditgesellschaft auf Aktien – ("KGaA" – partnership limited by shares). In a KGaA, the duties of the management board of a stock corporation ("AG") are the responsibility of the personally liable general partner(s). The sole Personally Liable General Partner of EUROKAI is Kurt F.W.A. Eckelmann GmbH, Hamburg, whose Management Board is thus responsible for conducting the business of EUROKAI. EUROKAI does not hold an interest in the Personally Liable General Partner. The sole shareholder of the Personally Liable General Partner is Familie Thomas Eckelmann GmbH & Co. KG, Hamburg,

which is controlled entirely by the family of Mr Thomas H. Eckelmann.

- In comparison with the supervisory board of a German stock corporation, the role of a supervisory board of a KGaA is limited. In particular, the Supervisory Board of EUROKAI is not responsible for appointing or dismissing general partners or for regulating the terms and conditions of their contracts. For this reason, the Supervisory Board is not able to fulfil the recommendations in Sections B and G.I of the Code regarding Appointments to the Management Board and Remuneration of the Management Board. Similarly it is not within the competence of the Supervisory Board to issue rules of procedure for the Management Board or determine business transactions requiring approval. For this reason, Section 7 of EUROKAI's Articles of Association requires that the Personally Liable General Partner obtain the prior consent of the Supervisory Board for all extraordinary transactions. To this end, Section 7 of the Articles of Association contains a catalogue of business transactions requiring consent. The duty of the management board of a stock corporation to report to and inform the supervisory board, as governed by Section 90 AktG, applies analogously to EUROKAI as a KGaA. EUROKAI has also separately regulated the information and reporting duties of the Personally Liable General Partner. These can be found on the company's website at [www.eurokai.com/Investor-Relations/Corporate-Governance](http://www.eurokai.com/Investor-Relations/Corporate-Governance).
- The general meeting of a KGaA fundamentally has the same rights as the general meeting of an AG; it additionally resolves on the adoption of EUROKAI's annual financial statements. However, many of the resolutions made by the General Meeting also require the consent of the Personally Liable General Partner, including the adoption of EUROKAI's annual financial statements.
- Although the concrete wording of the recommendations of the Code does not in all instances take into account the specific organisational distinctions of the legal form of a KGaA, the Personally Liable General Partner, Kurt F.W.A. Eckelmann GmbH, and the Supervisory Board have agreed to currently and in future comply with the recommendations of the Code as far as possible. The deviations from the recommendations of the Code are presented in Section II below.

#### **II. DEVIATIONS FROM THE RECOMMENDATIONS OF THE CODE**

The following are the only provisions of the Code that were not applied and will not be applied in the future:

##### **II. 1 No. C.2 – Specification of an age limit for Supervisory Board members**

Both the Personally Liable General Partner and the Supervisory Board believe that setting a fixed age limit is detrimental due to its lack of flexibility. They consider a standard limit to be sufficient.

## II. 2 No. D.3 – Audit Committee

Pursuant to Recommendation D.3 of the Code, 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.

This prerequisite initially refers to Section 100 (5) 1st half-sentence AktG, as amended by the German Act to Strengthen Financial Market Integrity (Finanzmarktintegritätsstärkungsgesetz – FISG), in its currently valid version, which pursuant to Section 316a sentence 2 of the German Commercial Code (HGB) applies to public interest enterprises and therefore also to EUROKAI as a listed company. It thus for the first time introduces the requirement that not one, but two members of the Supervisory Board must be financial experts. This also concerns the Audit Committee, since pursuant to Section 107 (4) sentence 3 AktG, which was similarly amended by the FISG, this provision applies by extension to the Audit Committee, which must therefore also have two members who have financial expertise. EUROKAI's Audit Committee currently does not meet this requirement. However, the relevant Sections 100 (5) and 107 (4) sentence 3 AktG, as amended by the FISG, are subject to a transitional provision. This is the subject matter of Article 16 no. 1 FISG. Under this provision, the new Sections 100 (5) and 107 (4) sentence 3 AktG do not have to be applied provided that all members of the Supervisory Board and of the Audit Committee were appointed prior to 1 July 2021. This is the case at EUROKAI, so that the members of its Audit Committee do not have to include two financial experts. The Personally Liable General Partner and the Supervisory Board are of the opinion that this transitional provision must also apply to Recommendation D.3 of the Code.

## II. 2 No. D.5 – Nomination Committee

Pursuant to Recommendation D.4 of the Code, the Supervisory Board shall form a nomination committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the General Meeting.

The Personally Liable General Partner and the Supervisory Board are of the opinion that a nomination committee is not required since the Supervisory Board is composed of only six representatives of the shareholders and is therefore in a position to directly and efficiently make election recommendations to the General Meeting.

## II. 3 No. D.7 – The Supervisory Board shall also meet on a regular basis without the Management Board

Where required or in cases where the auditor is called in as an expert (Section 109 (1) sentence 3 AktG), the Supervisory Board shall decide whether it deems the participation of the Management Board at its meetings to be necessary. The Supervisory Board is of the opinion that a fixed number of regular meetings is not required.

## II. 4 No. F.2 – Financial Reporting

Pursuant to Recommendation F.2 of the Code, the consolidated financial statements and the group management commentary shall be made publicly accessible within 90 days from the end of the financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period.

EUROKAI does not apply this recommendation, and practically is not in a position to do so. EUROKAI is a pure financial holding company and therefore relies on the figures provided by its investment holdings, which it regularly does not receive in time to comply with the recommendation. The consolidated financial statements are published pursuant to the requirements of Section 325 (4) of the German Commercial Code (HGB) and the half-yearly report pursuant to the requirements under Section 115 of the German Securities Trading Act (WpHG).

Hamburg, April 2023

Personally Liable General Partner  
Kurt F.W.A. Eckelmann GmbH, Hamburg

Thomas H. Eckelmann  
Cecilia E. M. Eckelmann-Battistello

Supervisory Board

Dr. Winfried Steeger



On May 20, 2022, EUROGATE Intermodal activated the online platform „railMybox“ for the placement of transport orders by rail.