

CORPORATE GOVERNANCE STATEMENT

The following joint statement by the Personally Liable General Partner and the Supervisory Board of EUROKAI GmbH & Co. KGaA ('EUROKAI') on corporate governance in accordance with Sections 289f and 315d of the German Commercial Code ('HGB') is the central element of corporate governance reporting within the meaning of Principle 23 of the German Corporate Governance Code in the version of April 28, 2022, published by the Federal Ministry of Justice in the official section of the Federal Gazette on June 27, 2022 ('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.de/eurokai_en/Eurokai/Investor-Relations/Corporate-Governance. The declarations of compliance and the corporate governance statements from previous years are also available there.

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, the Personally Liable General Partner and the Supervisory Board not only take the company's best interests into account, but also and in particular factors relating to social responsibility as well as sustainability. Apart from justified exceptions, EUROKAI complies with the recommendations of the Code.

EUROKAI is a partnership limited by shares ('KGaA') and as such is an independent legal entity pursuant to Section 278 (1) of the AktG, in which at least one partner is personally liable to the company's creditors with all its assets (Personally Liable General Partner), while the other partners hold a stake in the share capital, which is divided into shares, without being personally liable for the company's liabilities (limited partners).

While the Personally Liable General Partner of a KGaA can, in many respects, be compared to the Management Board of a stock corporation ('AG') and Section 283 of the AktG therefore rules that a number of provisions governing the Management Board of an AG 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 of the 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 any personnel-related responsibilities.

Furthermore, special provisions apply if the Personally Liable General Partner is not a natural person but a legal entity, such as a private limited company (GmbH) in the case of EUROKAI. 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.

The 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. Mr. Thomas H. Eckelmann (Chair) and Mr. Tom H. Eckelmann are currently appointed as Managing Directors.

Furthermore, the duty of the Supervisory Board of a listed AG to set target quotas for the proportion of women on its Management Board, as required under Section 111 (5) of the 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)(6) of the 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 EUROKAI Supervisory Board, but autonomously by the Administrative Board of Kurt F.W.A. Eckelmann GmbH. For the same reasons, long-term succession planning in line with Recommendation 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 EUROKAI's management structure, such as finance, controlling, and accounting, are handled by EUROGATE GmbH & Co. KGaA, KG, Bremen ('EUROGATE'), under a service agreement (see below).

EUROKAI is a financial holding company. Its principal ownership interests are the direct 66.6 % holding in Contship Italia S.p.A., Melzo/Milan, Italy, as well as the direct 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, meaning EUROKAI holds an effective economic interest of 83.3 % in the CONTSHIP Italia Group. Both Mr. Thomas H. Eckelmann and Mr. Tom H. Eckelmann serve on the Board of Directors there, with Mr. Thomas H. Eckelmann acting as Chair. Mr. Tom H. Eckelmann is a member of the EUROGATE Group Management Board and serves as its Co-Chair.

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

an AG, in which the Supervisory Board is generally responsible for adopting the annual financial statements pursuant to Section 172 of the AktG (for exceptions, see Section 173 of the AktG), in a KGaA, the General Meeting resolves upon the adoption of the annual financial statements pursuant to Section 286 (1) of the AktG. This resolution 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 do so, irrespective of whether it 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 the years 2020 to 2022, when the General Meeting was held as a virtual General Meeting due to the special circumstances surrounding the COVID-19 pandemic, it has been held as an in-person event again since the 2023 financial year. By resolution of the General Meeting held on June 7, 2023, which amended the Articles of Association to include Section 14 (9), the Personally Liab General Partner is authorized, with the approval of the Supervisory Board, to make arrangements – within a period of three years after registration of the amendment to the Articles of Association – for the General Meeting to be held as a virtual event, without the physical presence of its shareholders or their authorized representatives, in compliance with the applicable statutory provisions.

The convening of the General Meeting, the reports and information required for the adoption of resolutions, and any shareholder counter motions or candidate nominations that must be made accessible are published in compliance with the requirements under stock corporation law and made available on the EUROKAI website at https://www.eurokai.de/eurokai_en/Eurokai/InvestorRelations/General-meeting. Shareholders can also find further documents and reports for their information on the company website (www.eurokai.de/eurokai_en/Eurokai) throughout the year.

PERSONALLY LIABLE GENERAL PARTNER

Management Board of the Personally Liab General Partner – Composition and working procedures

The Management Board of the Personally Liab General Partner consists of two managing directors, Mr. Thomas H. Eckelmann and his

son Mr. Tom H. Eckelmann. Mr. Thomas H. Eckelmann is the Chair 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. For example, Mr. Tom H. Eckelmann is specifically responsible for EUROGATE, of which he is Co-Chair of the Group Management Board. Mr. Thomas H. Eckelmann is specifically responsible for the CONTSHIP Italia Group, of which he is Chair. Under the rules of procedure, the authorization 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 out in the rules of procedure require a joint resolution to be adopted by all Managing Directors. Under the provisions set out in the rules of procedure, the Managing Directors adopt their resolutions in meetings, which are chaired by the Chair of the Management Board. Resolutions are also frequently adopted outside of meetings in written or electronic form, or orally. Should the Managing Directors not be able to come to an agreement, the Chair of the Administrative Board shall be responsible for arbitration.

SUPERVISORY BOARD

Composition, objectives, diversity concept, skills and expertise profile

The members of the Supervisory Board are elected by the shareholders. The EUROKAI Supervisory Board has eight members. There is flexibility in structuring the terms of office for the elected members of the Supervisory Board, in practice up to the statutory maximum of five years. In accordance with the recommendations of the Code, Supervisory Board members are elected individually.

Taking into account the fact that EUROKAI is purely a 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 the transport sector, the Supervisory Board has defined specific objectives for its composition. These objectives are intended not only to ensure that the EUROKAI Supervisory Board as a whole possesses sector-specific expertise within the meaning of Section 100 (5) of the AktG, but also to define the desired skills and expertise profile of the entire board in accordance with Recommendation C.1 of the Code, and to describe the pursued diversity concept within the meaning of Section 289f (2)(6) of the HGB. These objectives do not, however, constitute binding requirements for shareholders eligible to vote, who remain entirely free in their decision-making. Rather, the Supervisory Board's election nominations to the General Meeting should take these objectives into

account in such a way that they can be implemented through corresponding resolutions of the General Meeting. The current composition of the Supervisory Board can be found at www.eurokai.de/eurokai_en/Eurokai/The-Company/Supervisory-board.

The diversity concept aims to implement what the Code recommends in Principle 11, namely that the composition of the Supervisory Board ensures 'that its members collectively possess the knowledge, skills, and professional expertise required to properly fulfil their duties, and that the statutory gender quota is met'.

The Supervisory Board has specified the following concrete objectives:

1. The most important prerequisites for appointments to the Supervisory Board, irrespective of the gender of the person concerned, are professional qualifications, personal independence, and expertise, as well as discretion, integrity, and sufficient time available to fulfil 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 fulfil its oversight and advisory duties as effectively as possible through the diversity of its members. Diversity covers many aspects, which may be weighted differently over time – for example, if the profile of EUROKAI, the CONTSHIP Italia Group, and/or the EUROGATE Group, or that of the respective markets' changes. As such, these aspects must be evaluated on a regular basis. 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 EUROKAI, these aspects shall reflect in particular internationality, knowledge of the respective product and geographical markets, basic financial expertise (particularly in the areas of financial reporting and auditing, including sustainability reporting), expertise concerning the sustainability issues relevant to EUROKAI and the transformation process, knowledge in the fields of law and digitalization, the ability to understand and critically assess 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 generally be given to age, gender, general educational and professional background, and 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 fulfil 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. A number of concrete objectives are identified below.
3. At least two members of the Supervisory Board shall have international business experience; they do not necessarily have to be foreign nationals 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. At least one member of the Supervisory Board shall have expertise in the field of financial reporting, and one member shall have expertise in the field of auditing, including sustainability reporting and its audit. This shall also apply to the Audit Committee, with the proviso that its chair shall also have appropriate expertise in one of the two areas mentioned, in accordance with Recommendation D.3 of the Code.
6. The Supervisory Board shall include at least one legal expert with practical experience in commercial law.
7. The members as a whole shall be familiar with the business sector in which the company operates.
8. As long as EUROKAI can be considered to be a family-owned company by virtue of its shareholder structure, as is currently the case, the Supervisory Board shall have at least (i) one family member and (ii) one member who has experience regarding the exigencies of running a mid-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 the company can currently be considered to be a family-owned company by virtue of its shareholder structure, the Supervisory Board aims to ensure that at least two of its members are independent. These members should be independent of both EUROKAI and the family.
10. Supervisory Board members shall not serve as members of governing bodies of – or exercise advisory functions at – significant competitors of the company.
11. At least one member of the Supervisory Board shall have expertise in the field of digitalization/IT.
12. At least one member of the Supervisory Board shall have expertise in the field of portfolio management, and at least one other member shall have 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 generally aims to ensure that women are integrated into the work of the company. The Supervisory Board has set a target of having at least two women on the board.
15. As a rule, only individuals who are not older than 75 shall be proposed for election to the Supervisory Board. Exceptions may

be made in individual cases, in the understanding that age in itself is not a criterion for qualification or competence, and that the long-standing experience of Supervisory Board members can be of great value 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 2024 financial year, with the exception of Item 15 (age limit at the time of candidate election).

The extent to which the individual objectives have been achieved is outlined below:

- No. 3 (international business experience) and Item 4 (experience in key business areas): These are fully met by Dr. Winfried Steeger, Dr. Klaus-Peter Röhler, Mr. Jochen Döhle, Mr. Kristian Ludwig, and Mr. Max Warburg. With respect to international business experience, they are met by Prof. Dr. Kerstin Lopatta and Mr. Christian Kleinfeldt. With respect to experience and expertise in key business areas for EUOKAI, they are met by Ms. Katja Both.
- No. 5 (financial reporting and auditing expertise): Prof. Dr. Kerstin Lopatta, Mr. Klaus-Peter Röhler, Mr. Christian Kleinfeldt, Lopatta, Mr. Christian Kleinfeldt, Mr. Kristian Ludwig, and Mr. Max Warburg also have experience in commercial law.
- No. 7 (familiarity with the business sector in which the company operates) is met.
- No. 8 (family member and experience in managing a family-owned company): Ms. Katja Both is the daughter of the Chair of the Management Board of the Personally Liable General Partner, Mr. Thomas H. Eckelmann, and is also a co-shareholder in the Eckelmann family holding company, which indirectly holds a majority interest in EUOKAI. She has been a member of the Supervisory Board since 10 June 2015 and a member of the Audit Committee since 4 April 2018. Prof. Dr. Kerstin Lopatta, Mr. Jochen Döhle, Mr. Christian Kleinfeldt, Mr. Kristian Ludwig, Dr. Winfried Steeger, and Mr. Max Warburg have extensive experience regarding the exigencies of running a family-owned company. Moreover, Dr. Winfried Steeger and Mr. Christian Kleinfeldt have many years of experience in the operational management of family-owned companies.
- No. 9 (independence): Prof. Dr. Kerstin Lopatta, Dr. Klaus-Peter Röhler, Mr. Christian Kleinfeldt, and Mr. Kristian Ludwig are independent by their own assessment and that of the Supervisory Board. The same applies to Dr. Winfried Steeger, Mr. Jochen Döhle, and Mr. Max Warburg, who, although they have served on the Supervisory Board for longer than twelve years, are nevertheless regarded as completely independent. This is borne out by the discussions in the meetings and telephone/video conferences of the Supervisory Board, in which

these members have repeatedly demonstrated their independence through objective criticism and questioning.

- No. 10 (no membership of governing bodies of – or exercise of advisory functions at – significant competitors of the company) is met.
- No. 11 (digitalization/IT): Ms. Katja Both, Prof. Dr. Kerstin Lopatta, and Dr. Klaus-Peter Röhler all have relevant knowledge in these fields.
- No. 12 (portfolio management, capital market law, and corporate governance): Prof. Dr. Kerstin Lopatta, Dr. Winfried Steeger, Dr. Klaus-Peter Röhler, Mr. Christian Kleinfeldt, and Mr. Kristian Ludwig at least have expertise in the field of portfolio management, while Prof. Dr. Kerstin Lopatta, Dr. Winfried Steeger, Dr. Klaus-Peter Röhler, Mr. Kristian Ludwig, and Mr. Max Warburg cover the fields of capital market law and corporate governance.
- No. 13 (sustainability issues): Prof. Dr. Kerstin Lopatta is an internationally recognized expert in this field. Dr. Winfried Steeger and Mr. Christian Kleinfeldt have recently focused intensively on sustainability issues.
- No. 14 (two women on the Supervisory Board) is met.
- The age limit defined in Item 15 was exceeded by Mr. Max Warburg upon his re-election to the Supervisory Board in 2024. The proposal for his re-election and his eventual election took place in view of his extensive, specific experience, skills, and qualifications — something that becomes clear time and again during meetings. He therefore plays a very important role on the EUOKAI Supervisory Board.

Former Managing Directors of the Personally Liable General Partner of EUOKAI 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.de/eurokai_en/Eurokai/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	Prof. Dr. Kerstin Lopatta	Kristian Ludwig	Max M. Warburg
Membership	Member since	2011	2019	2015	1999	2021	2023	2023	2000
	Elected until	2029	2027	2025	2027	2028	2027	2027	2028
Diversity	Year of birth	1949	1964	1985	1955	1967	1969	1961	1948
	Gender	m	m	w	m	m	w	m	m
	Nationality	German	German	German	German	German	German	German	German
Personal suitability	Personally independent	✓	✓			✓	✓	✓	✓
	Independent from both EUROKAI and of the family (no conflicts of interest)	✓	✓			✓	✓	✓	✓
	No overboarding	✓	✓	✓	✓	✓	✓	✓	✓
	Is not a member of governing bodies of, or does not exercise advisory functions at, significant competitors of the enterprise	✓	✓	✓	✓	✓	✓	✓	✓
	Family member (to the extent that EUROKAI can be considered a family-owned enterprise)			✓					
Professional suitability	Experience and expertise in the business segments that are significant for EUROKAI	✓	✓	✓	✓			✓	✓
	Familiarity with the business sector in which the company operates	✓		✓	✓		✓	✓	✓
	International business experience	✓	✓		✓	✓	✓	✓	✓
	Experience in managing a medium-sized or large family-owned company	✓		✓	✓	✓	✓	✓	✓
	Experience in commercial law	✓	✓			✓	✓	✓	✓
	Experience in the sustainability issues relevant for EUROKAI	✓				✓	✓		
	Expertise in the field of financial accounting		✓			✓	✓	✓	
	Expertise in the field of auditing of financial statements		✓			✓	✓	✓	
	Expertise in the field of portfolio management, M & A	✓	✓			✓	✓	✓	
	Experience in the fields of capital market law and corporate governance	✓	✓				✓	✓	✓
	Expertise in the field of digitalisation/IT		✓	✓			✓		

Committees of the Supervisory Board – Composition and working procedures

The EUROKAI Supervisory Board has an Audit Committee of five members. Where appropriate, the Audit Committee prepares resolutions that are deliberated at the meetings of the Supervisory Board and supplements the work of the Supervisory Board. Further details regarding the activities and working procedures of the Audit Committee can be found in the Report of the Supervisory Board.

Under the rules of procedure, the Chair of the Supervisory Board, Dr. Winfried Steeger, is an 'automatic' member of the Audit Committee; however, in accordance with Recommendation D.3 of the 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 financial reporting principles, internal control procedures, and financial statement audits, as well as sustainability reporting and auditing. The Audit Committee also includes Ms. Katja Both, Prof. Dr. Kerstin Lopatta (sustainability issues expert; Vice Chair Sustainability Reporting Board and Special Liaison to the ISSB, European Financial Reporting Advisory Group (EFRAG), Brussels), and Mr. Kristian Ludwig.

The Audit Committee usually convenes twice a year.

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. This was not the case in the reporting year. In particular, 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. A Nomination Committee, which recommends suitable candidates for election to the Supervisory Board as provided for under D.4 of the Code, was not established either. The Personally Liable General Partner and the Supervisory Board are of the opinion that such a committee is not required, since the Supervisory Board comprises only eight shareholder representatives and is therefore in a position to make direct and efficient election recommendations to the General Meeting.

Supervisory Board working procedures

The working procedures of the Supervisory Board, which comprises eight members, are based on the Supervisory Board's rules of procedure. These can be found under 'Downloads' on the EUROKAI website at www.eurokai.de/eurokai_en/Eurokai/The-Company/Supervisory-board. The Supervisory Board usually convenes four ordinary meetings during the year, the dates of which are determined annually in advance. Special meetings are convened as needed, which was the case on several occasions during the reporting year. 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)(3) of the AktG) – the Supervisory Board decides whether or not to hold its meetings without the participation of the Management Board. The same applies to the Audit Committee's meetings. In addition, where necessary, the Supervisory Board adopts resolutions outside of meetings using modern means of communication, so that resolutions in written or electronic form are sufficient. The Supervisory Board has a Chair, 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 invitation, unless all members of the Supervisory Board consent to the passing of a resolution. The work of the Supervisory Board in its meetings is intensive and shaped by the specialist expertise of its members.

The Chair of the Supervisory Board maintains regular contact with the Management Board of the Personally Liable General Partner to stay continuously informed about the company's business activities. The Supervisory Board is also kept regularly informed by the Management Board of the Personally Liable General Partner about the development of the company through legally stipulated reports and special reports, as and when required.

As a rule, the Supervisory Board conducts an efficiency audit of its own work and that of its Audit Committee every two years. The last review took place in fall 2024.

Remuneration of the Personally Liable General Partner and the Supervisory Board; public access to the Remuneration Report, resolution, and system

The Remuneration Report for the 2024 financial year, including the auditor's report pursuant to Section 162 of the AktG, and the most recent decision concerning the remuneration of the Supervisory Board pursuant to Section 113 (3) of the AktG, are publicly available on the Company's website at www.eurokai.de/eurokai_en/Eurokai/Investor-Relations/Corporate-Governance.

Section 87a of the AktG provides that the Supervisory Board shall adopt a system for the remuneration of the members of the Management Board. The Managing Directors of the Personally Liable General Partner of EUROKAI, Kurt F.W.A. Eckelmann GmbH, have so far received no remuneration from either EUROKAI itself or from Kurt F.W.A. Eckelmann GmbH, so that the applicability of Section 87a of the AktG to the GmbH & Co. KGaA has not needed to be addressed. As of the relevant balance sheet date of December 31, 2024, EUROKAI has no remuneration system in place for the Managing Directors of the Personally Liable General Partner.

The Supervisory Board is currently considering granting a pension commitment from EUROKAI to a managing director of the Personally Liable General Partner. For reasons of good corporate governance and

transparency, the Supervisory Board intends to adopt a remuneration system for the Management Board of the Personally Liable General Partner (as a minimum voluntarily aligned with Section 87a of the AktG), submit it for approval to EUOKAI's 2025 ordinary General Meeting, and make it publicly available on the company's website.

Cooperation between Personally Liable General Partner and Supervisory Board

The Personally Liable General Partner and the EUOKAI Supervisory Board place high value on responsible and transparent corporate governance that is committed to the company, focused on long-term success, and takes into account social responsibility and sustainability factors. They also attach great importance to appropriate risk management. The Personally Liable General Partner informs the Supervisory Board regularly, promptly, and comprehensively about all matters relevant to the company and the Group – including the entities and joint ventures consolidated in the Group's financial statements – relating to corporate strategy, business policy, and planning (in particular financial, investment, and personnel planning, including liquidity and refinancing planning). It also reports on the development of business, especially the shipment handling and revenue trend, the position of the company, the cash flows and financial performance, as well as profitability. Other important information includes deviations from projections, with reasons provided; risk exposure, especially transactions that could have a material impact on the company's profitability or liquidity; as well as risk management, the internal control and audit system, IT and cyber security, and compliance. Furthermore, the Management Board of the Personally Liable General Partner reports on the environmental, social and organizational aspects of corporate governance (ESG) in accordance with the requirements of sustainability reporting under the CSRD (Corporate Sustainability Reporting Directive) and ensures compliance with statutory provisions, in particular the measures stipulated in Section 91 (2) and (3) of the AktG, and uses its influence to ensure they are complied with across the companies in the EUOKAI Group.

The Supervisory Board advises and oversees the Personally Liable General Partner in the running of the company. In the case of exceptional business transactions, the Personally Liable 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 annual financial statements and the combined management report, the report on relations with affiliated companies, the non-financial statement and consolidated non-financial statement, and the management's proposal on the appropriation of net retained profit. The Supervisory Board, together with the Management Board of the Personally Liable General Partner, is responsible for the preparation of the Remuneration Report.

The Chair of the Supervisory Board is elected from among its members, coordinates work performed by the board, chairs its meetings and represents the board's interests vis-à-vis third parties.

The Supervisory Board has specified the reporting and information obligations of the Personally Liable General Partner. These can be found on the website at www.eurokai.de/eurokai_en/Eurokai/Investor-Relations/Corporate-Governance.

Directors' dealings

Pursuant to Article 19 of the Market Abuse Regulation (EU) No. 596/2014 in conjunction with the general ruling of the German Federal Financial Services Supervisory Authority (BaFin) of October 24, 2019, the members of the Management Board of the Personally Liable General Partner and of the Supervisory Board, as well as parties closely related to them, are obliged to disclose proprietary trades with shares of EUOKAI where their value reaches or exceeds the sum of EUR 20,000 in the respective calendar year. Transactions reported to EUOKAI are duly disclosed and can be found on the website at www.eurokai.de/eurokai_en/Eurokai/Investor-Relations/Corporate-Governance. No such transactions were reported during the reporting year.

INFORMATION ON CORPORATE GOVERNANCE PRACTICES AND PRINCIPLES

Corporate principles

Excellent service and quality, coupled with values such as a high level of trust and reliability among customers, business partners, and shareholders, are hallmarks of the companies in the EUOKAI Group. Contship Italia has adopted a Code of Ethics and an 'Organizational, Management, and Control Model under Legislative Decree No. 231/2001', which follow the same objectives and have been published on the CONTSHIP Italia Group website at <https://contshipitalia.com/en/group-company/contship-italia/>.

EUROGATE has implemented a code of conduct for all employees, management staff, and the Management Board in this regard, which defines the principles and rules of conduct towards business partners, competitors, and authorities. This contains guidelines for avoiding conflicts of interest and protecting corporate values aimed on the one hand at establishing and making transparent the values that the company stands for while providing recommended best practices, and on the other hand at securing the company's long-term economic success and maintaining its strong reputation on the market. In addition, the Management Board has also issued a policy statement in respect of its human rights and environmental due diligence obligations, which calls for a regular review of these standards and guidelines. Both are available on the EUROGATE website at www1.eurogate.de/en/about-us/#compliance. The rules of procedure for the whistleblower system, the anti-corruption policy, the Supplier

Code, and the report on the Supply Chain Due Diligence Act can also be found here.

Transparency

EUROKAI informs the general public in a regular and timely manner on the economic position of the EUROKAI Group. The Annual Report and the half-yearly financial report are published within the statutory periods (www.eurokai.de/eurokai_en/Eurokai/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 EUROKAI website (www.eurokai.de/eurokai_en/Eurokai/Investor-Relations under '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 counter motions or nominations on the part of the shareholders that the company is obliged to make accessible to the public.

The planned dates for key recurring events and publications – such as the General Meeting, Annual Report, half-yearly financial report, and interim statements – are listed in a financial calendar that is published sufficiently in advance and made permanently available on the EUROKAI website (www.eurokai.de/eurokai_en/Eurokai/Investor-Relations/Financial-calendar).

Risk management

EUROKAI regards the responsible management of business risks as an important principle of good and sustainable corporate governance. Early identification of risks and minimization of risk positions form an integral part of this. EUROKAI 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 for the early risk identification systems at the CONTSHIP Italia and EUROGATE Groups – to changing general conditions, as well as monitoring their effectiveness, is an ongoing 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, please refer to the Report on expected developments, opportunities, and risks in the combined management report and to the Report on post-balance sheet date events.

Compliance-Management-System

Within EUROKAI, the umbrella term 'compliance' relates to the adherence to legal standards and internal guidelines and working towards their observance in the EUROKAI 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 EUROKAI's good reputation, liability claims, or other legal prejudice to the EUROKAI Group, its employees and governing bodies.

A further objective and central task of the compliance management system is to identify and continuously assess significant compliance risks, and to minimize them by implementing appropriate measures and processes.

Moreover, the compliance management system seeks to raise awareness among EUROKAI Group employees of the legal regulations and internal guidelines relevant to their fields of work, thereby fostering a risk-aware culture strengthening their ability to recognize and manage potential compliance risks.

For the EUROKAI Group entities, the following applies:

Since EUROKAI is a pure financial holding company with, in terms of personnel, currently only two Managing Directors of the Personally Liable General Partner and one authorized representative, it has not been deemed necessary to set up a specific compliance management system at EUROKAI, taking into account the specific systems in place at the CONTSHIP Italia Group and the EUROGATE Group.

The CONTSHIP Italia Group has updated its organizational and management model according to the Italian Legislative Decree No. 231/2001, which also includes the Code of Ethics. This can be found on the CONTSHIP Italia website at <https://contshipitalia.com/en/group-company/contship-italia/>. The model stipulates that all activities of the CONTSHIP Italia Group must comply with the law and the principles of fair competition, honesty, integrity, fairness, and good faith, and must respect the legitimate interests of its customers, employees, shareholders, and business and financial partners. Principles have also been established, in particular with regard to compliance-relevant issues such as conflicts of interest, money laundering, and the giving or receiving of undue advantages. 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 cases of corruption were reported through the whistleblower system in 2024.

Responsibility for compliance with compliance-relevant issues lies 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 improvement potential with regard to compliance with the Group's guidelines. On the basis of the audit results, each company develops an action plan to close identified gaps. The compliance supervisory bodies are responsible for monitoring compliance with the guidelines.

The compliance management system for the EUROGATE Group companies is set out in a compliance policy, which is permanently available for employees of the EUROGATE Group to download via the intranet. EUROGATE has also had an anti-corruption policy and a code of conduct in place for several years, and supplemented these in December 2022 with rules of procedure in accordance with the Supply Chain Due Diligence Act. These describe the system for reporting grievances along the supply chain. The Group Management Board has also issued a policy statement in respect of its human rights and environmental due diligence obligations. These documents are available both on the intranet and on the EUROGATE website at www1.eurogate.de/en/About-us/ under 'Compliance'. They also contain the contact details of the compliance officer and the external ombudsman, who may be contacted by employees and third parties – anonymously or not – via the whistleblower hotline. The compliance policy describes in detail the relevant duties and responsibilities within the EUROGATE Group. The duties are performed on an interdisciplinary basis by various responsible bodies, with the compliance officer being involved in each case. The policy also defines the responsibilities incumbent on the governing bodies, in particular on the Supervisory Board and the Group Management Board of EUROGATE, within each of which a central contact person has been appointed, and on the compliance officer. To ensure the independence and objectivity of the compliance officer, their appointment may only be revoked for cause, in accordance with Section 626 of the BGB. Once a year, the compliance officer submits an internal report to the Group Management Board and the supervisory bodies. The Supervisory Board of EUROKAI also receives a copy. The report notably includes an inventory of the main compliance risks, as well as proposals for new measures or amendments. Technical responsibility for the compliance management system lies with the EUROGATE legal department in Hamburg. In 2024, several reports were received via the whistleblower hotline, all of which were investigated and closed without any specific findings. There were therefore no compliance cases in 2024.

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

EUROKAI prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU. EUROKAI's annual financial statements are prepared according to the requirements of the 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 and the Personally Liable General Partner prior to being published.

EUROKAI's consolidated and annual financial statements were audited by FIDES Treuhand GmbH & Co. KG, Bremen ('FIDES'), which was appointed by the 2024 General Meeting, and each received an unqualified audit opinion. At the 2025 General Meeting, the Supervisory Board will, based on the recommendation of the Audit Committee, propose that FIDES Treuhand GmbH & Co. KG, Bremen, be reappointed as auditor for the annual and consolidated financial statements for the 2025 financial year, and – as a precautionary measure – also be appointed to perform a review of the half-yearly financial report and the audit of the sustainability reporting for 2025. If the CSRD Implementation Act has not yet entered into force at the time of General Meeting, the appointment will be made as a precautionary measure. FIDES has served as auditor of EUROKAI's annual and consolidated financial statements since the 2021 financial year.

DECLARATION OF COMPLIANCE BY EUROKAI GMBH & CO. KGAA WITH THE GERMAN CORPORATE GOVERNANCE CODE ACCORDING TO SECTION 161 OF THE AKTG

Pursuant to Section 161 of the 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 ('EUROKAI'), declare that – taking into account the legal characteristics specific to the KGaA as set out in Section I below, and the structuring of this legal form through EUROKAI's Articles of Association – EUROKAI has complied, and will continue to comply, with the recommendations of the Code, with the exception of the deviations set out in Section II below, for the period since the last Declaration of Compliance issued in March 2024.

I. SPECIFIC LEGAL CHARACTERISTICS SPECIFIC TO THE PARTNERSHIP LIMITED BY SHARES

- EUROKAI is a partnership limited by shares ('KGaA'). In a KGaA, the duties of the Management Board of a stock corporation ('AG') are the responsibility of the Personally Liable General Partner. 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 an AG, the rights and duties of the Supervisory Board of a KGaA are limited. In particular, the EUROKAI Supervisory Board 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 comply with 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 the Personally Liable General Partner to obtain the prior consent of the Supervisory Board for all extraordinary transactions, and includes a list of such transactions requiring approval. The duty of the Management Board of an AG to report to and inform the Supervisory Board, as governed by Section 90 of the AktG, applies analogously to EUROKAI as a KGaA. EUROKAI has also regulated the information and reporting duties of the Personally Liable General Partner separately. These can be found on the company's website at www.eurokai.de/eurokai_en/Eurokai/Investor-Relations/Corporate-Governance.

- The General Meeting of a KGaA fundamentally has the same rights as the General Meeting of an AG; it also resolves on the adoption of EUROKAI's annual financial statements. However, many of the resolutions made by the General Meeting require the consent of the Personally Liable General Partner – particularly 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 legal characteristics specific to the KGaA, the Personally Liable General Partner, Kurt F.W.A. Eckelmann GmbH, and the Supervisory Board have agreed to comply with the recommendations of the Code as far as possible, both now and in the future. 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 age guideline to be sufficient.

II. 2 No. D.4 – Nomination Committee

In accordance with 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 comprises only eight shareholder representatives

and is therefore in a position to make direct and efficient election recommendations to the General Meeting.

II. 3 No. D.6 – 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)(3) of the AktG) – the Supervisory Board decides whether or not to hold its meetings without the participation of the Management Board of the Personally Liable General Partner. The Supervisory Board is of the opinion that a fixed regular schedule is not required.

II. 4 No. F.2 – Financial Reporting

In accordance with Recommendation F.2 of the Code, the consolidated financial statements and the Group management report 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.

Taking into account the increasing reporting effort, the Management Board of the Personally Liable General Partner and the Supervisory Board consider it sufficient to publish the financial information within the statutory periods, as this does not preclude diligent transparency and the necessary fulfilment of the information interests of shareholders and other stakeholders.

Hamburg, 25 March 2025

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

Thomas H. Eckelmann
Tom H. Eckelmann

Supervisory Board

Dr. Winfried Steeger