

## **Declaration of Conformity of the Executive Board and the Supervisory Board of Bechtle AG with the Recommendations of the Government Commission on the German Corporate Governance Code Pursuant to Section 161 of the German Stock Corporation Act (AktG)**

The Executive Board and the Supervisory Board of Bechtle AG declare that since the last Declaration of Conformity of 31 January 2021, all recommendations of the Government Commission on the German Corporate Governance Code as per the German Corporate Governance Code (“DCGK”) in its version of 16 December 2019 except for the recommendations specified below have been and will be complied with.

### **Chair of the Audit Committee**

In accordance with his duties, the Chairman of the Executive Board engages in intensive interchange with the Executive Board and has a deep understanding of the processes in the company. In deviation from the recommendation in D.4 sentence 2 DCGK, the Supervisory Board is thus of the opinion that it makes sense to appoint the Chairman of the Supervisory Board as Chairman of the audit committee.

### **Establishment of a Nomination Committee**

In view of the composition of the Supervisory Board and the coordination processes utilised, the Supervisory Board does not regard the formation of a nomination committee to be necessary for the time being and has thus deviated and will continue to deviate from the recommendation of D.5 DCGK.

## Share-Based Determination of Variable Compensation Components

The variable compensation components have not been and will not be granted to the members of the Executive Board in the form of shares, and the Executive Board members have not been and will not be under the obligation to invest most of the compensation components in shares of the company (G.10 sentence 1 DCGK). The Executive Board and the Supervisory Board do not consider it to be necessary to tell the members of the Executive Board how they should use the variable compensation components they have earned. If possible, how the Executive Board members use their private assets should not be interfered with.

## Severance Cap for the Premature Termination of Executive Board Contracts

In contrast to the other members of the Executive Board, the employment contract of Dr Thomas Olemotz, Chairman of the Executive Board, provides for a severance cap in the amount of three years' worth of annual compensation, as the Supervisory Board does not consider a cap in the amount of two years' worth of annual compensation appropriate. Previous contracts with the Chairman of the Executive Board stipulated a severance cap in the amount of three years' worth of annual compensation, and an adjustment would thus not conform to Bechtle's fundamental principle of continuity. Therefore, the recommendation of G.13 Sentence 1 DCGK has not been and will not be complied with.

Neckarsulm, 31 January 2022

A handwritten signature in blue ink, appearing to read "Thomas Olemotz".

On behalf of the Executive Board  
Board  
Dr Thomas Olemotz

A handwritten signature in blue ink, appearing to read "Klaus Winkler".

On behalf of the Supervisory  
Board  
Klaus Winkler