

Objectives for the competency profile of the Encavis AG Supervisory Board

The guiding principle concerning the composition of the Supervisory Board is ensuring a qualified control and advisory mechanism for the Management Board of Encavis AG.

Its members should, as a whole, possess the knowledge, skills and professional experience necessary for properly performing the duties of a Supervisory Board at an internationally active listed company in the renewable energy sector.

At the same time, each individual Supervisory Board member cannot be expected to possess the entire spectrum of necessary knowledge and experience. As such, a distinction must be made between the requirements for the individual Supervisory Board members and the requirements for the composition of the body as a whole.

Besides the individual requirements for each member, the body as a whole is subject to a competency profile as well as a diversity concept.

It is with these factors in mind that the Supervisory Board adopts the following objectives regarding its composition, taking into account the recommendations and suggestions outlined in the German Corporate Governance Code (hereinafter "DCGK"):

II. Requirements for the individual Supervisory Board members

1. General requirements profile

Each Supervisory Board member should distinguish themselves through integrity and independent decision-making skills so as to be able to properly fulfil the monitoring and auditing tasks. To enable the Supervisory Board to properly fulfil its role as an advisory and monitoring body for the Management Board, each member entrusted with executive roles at the company should also bring with them appropriate experience from management functions or have acquired the necessary skills in some other fashion. Each member of the Supervisory Board should also distinguish themselves through a notable degree of discretion, professionalism, discussion skills, a solution-oriented approach and the ability to cooperate, all of which should be given particular attention when presenting election proposals to the Annual General Meeting.

Furthermore, each Supervisory Board member must uphold the Encavis Group's public image.

2. Availability

Each Supervisory Board member shall ensure that they have sufficient time to properly exercise their mandate. Within the scope of this responsibility, members must take into account that at least four Supervisory Board meetings are held each year. Every one of these meetings requires proper preparation. A sufficient amount of time must also be allotted for the auditing of the annual and consolidated financial statement documents, with additional time required for membership in one or more of the Supervisory Board committees. Extraordinary meetings of the Supervisory Board or one of its committees may also be necessary for addressing special topics as well as passing resolutions in circulation procedures. Every Supervisory Board member must be prepared to be available at short notice with the necessary flexibility in cases of special urgency.

Supervisory Board members must comply with the limitations of the supervisory board mandates as recommended by the DCGK.

3. Age limit for Supervisory Board members

Members of the Supervisory Board should generally not be older than 75 at the time of their election. Exceptions may be made in certain substantiated cases.

II. Requirements concerning the composition of the body as a whole

1. Competency profile

As a whole, the Supervisory Board should possess the competencies that are considered essential in light of the Encavis Group's activities. In particular, this includes in-depth experience and knowledge in the following competency fields:

Competency field	Competency description
Management	Experience and knowledge in the management of a (listed) company
Finances	Knowledge and experience in the application of accounting standards, as well as the application of internal control procedures
Strategy	Knowledge and experience in the corporate strategy and its implementation and the assessment of future strategic developments
Risk management and compliance	Knowledge and experience in risk management as well as in the area of general corporate compliance.
Internationality	Experience and knowledge in the area of international business activities, including the appropriate non-native language skills.
Sustainability (ESG)	Experience and knowledge of the ESG factors and their importance. Experience in the area of sustainability. Knowledge of the corporate governance of a listed company (DCGK, Market Abuse Directive, etc.).
Energy sector competency	A particular understanding of the energy sector and the main business activities and fields of Encavis AG (markets, business models, competition, customers) to enable the strategic and risk-based evaluation of corporate decisions.

Furthermore, and in accordance with the requirements set out in section 100 (5) AktG, at least one Supervisory Board member must bring with them expertise in the field of accounting, with at least one other Supervisory Board member having expertise in the field of auditing. As a whole, the members must be familiar with the sector in which the Company operates.

The Chairman of the Supervisory Board must personally be able to directly fulfil material competency fields that are required of the board as a whole and individually of some of its members. In particular, the Chairman of the Supervisory Board should have specialised and relevant management experience and the relevant board experience to be able to perform their advisory and supervisory duties to the fullest.

Should the Chairman of the Supervisory Board not also possess the specialised energy sector competencies, they should at least bring with them special experience from comparable or related sectors.

2. Diversity concept

The Supervisory Board strives to establish sufficient diversity as regards personality, gender, internationality, professional background, competencies and experience, as well as age distribution, and takes the following criteria into account when composing the board:

- The Supervisory Board as a whole must display a balanced age distribution by including younger members who are fully immersed in professional life, as well as older members who possess more wide-ranging professional and life experience.
- Within the scope of Supervisory Board elections, an effort must be made to ensure the representation of both female and male candidates, as well as the necessary suitability in accordance with personal and professional competencies. The composition of the Supervisory Board must always be in accordance with the respective applicable legal requirements and the relevant targets as set out in the law pertaining to the equal participation of women and men in management positions.
- In addition to being composed of members possessing the appropriate personal and professional competencies, the Supervisory Board should preferably also include members with different educational and professional backgrounds, including technical, commercial, legal and other humanities training and professions.

3. Independence and conflicts of interest

A Supervisory Board member is independent within the meaning of the DCGK when they are independent of Encavis AG and its Management Board and independent of a controlling shareholder of Encavis AG. When assessing the independence of a member, the Supervisory Board will at minimum follow the recommendations and interpretation criteria of the DCGK.

According to the DCGK provisions, more than half of the shareholder representatives should be independent of Encavis AG and the Management Board.

As outlined in the DCGK, Supervisory Board members should not exercise any board functions or advisory duties at significant competitors nor should they have a personal relationship with a significant competitor.

III. Current composition of the board as a whole

The Encavis AG Supervisory Board is composed in accordance with its targets and the aforementioned requirements. The Supervisory Board is comprised of a suitable number of independent members with different professional and educational backgrounds as well as international expertise. The percentage of female members is currently fulfilled, with one woman on the board. However, over the course of a realignment through the upcoming elections, the Supervisory Board will continue to strive to further expand on its diversity in this respect. A deviation regarding the age limit for Supervisory Board members was made for substantiated individual cases of members who have belonged to the body for many years. At the same time, an appropriate succession plan is to be implemented.

Election proposals for the Supervisory Board made to the Annual General Meeting shall take into account the aforementioned targets while simultaneously aiming to fulfil the competency profile for the board as a whole. Within the scope of this undertaking, specific focus will be placed on the balanced composition of the board to ensure that the defined competency fields are represented as broadly as possible.

Appendix: Overview of competencies (skills matrix)

The following overview of existing competencies is based on the requirements for Supervisory Board members:

	Schmitz	Krüper	Büll	Testorp	Scheel	Kreke	Vahrenholt	Schenck	Pfaller
Tenure	2021	2007	2007	2022	2016	2017	2012	2019	2022
Independence*	√				√	√		√	√
Sex	male	male	male	male	female	male	male	male	female
Nationality	German	German	German	German	German	German	German	German	German
Competency fields									
Management	√	√	√	√	√	√	√	√	√
Finances		√	√	√		√	√	√	√
Strategy	√	√	√	√	√	√	√	√	√
Risk management and compliance	√	√				√		√	√
Internationality		√	√	√		√	√	√	√
Sustainability (ESG)	√	√	√	√	√		√		√
Energy sector competency	√	√	√	√	√		√	√	

*= in accordance with the DCGK or, in exceptional cases, in accordance with the Company's justification.

√= as based on an annual Supervisory Board self-assessment (tick equals sound knowledge (2)), using a scale of 1-6, where 1 equates to very good knowledge and 6 equates to no knowledge.