

Declaration of Compliance of the Executive Board of elumeo SE with the German Corporate Governance Code – 2020

The Executive Board of elumeo SE declares in accordance with Art. 9 para. 1c)(ii) SE Regulation, Section 22 para. 6 SEAG in conjunction with Section 161 AktG, that elumeo SE (the “**Company**”) has complied and currently complies with the recommendations of the Government Commission on the German Corporate Governance Code (the “**Code**”) in the version dated February 7, 2017, with resolutions passed at the plenary meeting on February 7, 2017, since the last declaration of compliance was issued in January 2019, taking into account the special features of the one-tier system of elumeo SE described under item 1. and with the exceptions described under item 2. and, if not, why not.

1. Characteristics of the one-tier Corporate Governance System

In accordance with Art. 43-45 SE Regulation, the one-tier system is characterised by the fact that the SE is managed by a single management body, the Executive Board. The members of the Executive Board jointly manage the Company, jointly determine the basic lines of its activities and jointly monitor their implementation by the Managing Directors. The Managing Directors manage the Company’s business, represent the company in and out of court and are bound by the instructions of the Executive Board.

As part of the adaptation to the one-tier system, the Company applies those parts of the Code relating to the Supervisory Board to the Executive Board and all parts relating to the Management Board to the Managing Directors.

Therefore, the Executive Board must submit the Annual Financial Statements and Consolidated Financial Statements to the Annual General Meeting (Section 48 (2) sentence 2 of the SEAG) instead of to the Management Board, as provided for in Section 2.2.1 sentence 1 of the Code. Pursuant to Sections 48 and 22 para. 2 SEAG, the Executive Board is responsible for convening the General Meeting, not the Management Board, as provided for in Section 2.3.1 sentence 1 and Section 3.7 para. 3 of the Code. The tasks assigned to the Management Board and the Supervisory Board in Sections 4.1 (Tasks and Responsibilities) and 5.1 (Tasks and Responsibilities) of the Code are fulfilled by the Executive Board pursuant to Section 22 para. 1 and 6 SEAG. Furthermore, in view of the Company’s one-tier system, Section 5.4.4 of the Code regarding the “cooling-off” period for members of the Executive Board before joining the Supervisory Board is not applicable.

2. Deviations from the Code

In deviating from Section 4.2.2 (2) sentence 3 of the Code, the Executive Board has not taken into account the relationship between the remuneration of the Managing Directors and the remuneration of the Company’s senior management and the workforce as a whole. The duties of the individual Managing Director, his or her personal performance, the economic situation and success of the elumeo Group and the remuneration levels of comparable companies are considered to be more appropriate and meaningful benchmarks for determining the appropriateness of remuneration.

In deviating from Section 4.2.3 para. 3 sentence 4, individual variable remuneration components in the form of one-time payments for one of the Managing Directors only have a one-year measurement basis, which is based on the profit situation of the Company at the time of the appointment of the Managing Director.

In deviating from Section 4.2.3 (3) sentence 11 of the Code, the target level of pension benefits was not specified for pension commitments. The Company maintains a stock option plan for the Managing Directors, under which benefits depend particularly on factors such as the long-term development of the Company's share price.

In accordance with Section 286 (5) of the German Commercial Code, the Annual General Meeting on 7 April 2015 resolved that no individualised disclosure of the compensation paid to the Managing Directors pursuant to Section 285 No. 9 a) sentence 5 et seq. and Section 314 (1) No. 6 a) sentence 5 et seq. HGB be made and have authorised the Managing Directors accordingly. Therefore, the Company deviates from the recommendations in Section 4.2.4 and Section 4.2.5 of the Code. The Managing Directors will comply with this authorisation when preparing the Annual Financial Statements. Based on the authorisation granted by the Annual General Meeting on 7 April 2015, the Company also deviates from Section 4.2.5 sentence 3 of the Code and will not disclose the compensation of the Managing Directors in the Remuneration Report.

In deviating from Section 5.4.6 (1) sentence 2 of the Code, the remuneration of the members of the Executive Board does not consider membership but only the chairmanship of committees. In view of the size of the Executive Board with only four members and two permanent committees, the Company does not consider this to be necessary.

In deviating from Section 5.4.6, para. 3 of the Code, the remuneration of the Executive Board members is not disclosed individually. In the opinion of the Company, this does not provide any additional information relevant to the capital market, since (i) the Articles of Association, which contain the remuneration rules for non-executive directors, are publicly available and (ii) the above-mentioned authorisation applies, according to which the individual remuneration of Managing Directors does not have to be disclosed.

In deviating from Section 7.1.2 sentence 3 of the Code, the Consolidated Financial Statements and Group Management Report for financial year 2019 will not be published within 90 days of the end of the financial year. This is due to the closure of the Italian subsidiary and the related presentation in the Consolidated Financial Statements.

Berlin, April 2020

elumeo SE

On behalf of the Executive Board

Wolfgang Boyé