



elumeo SE Berlin

ISIN: DE000A11Q059

WKN: A11Q05

Declaration of Corporate Governance

The management of elumeo SE ("elumeo") as a listed, monistic German Societas Europaea (SE), is primarily guided by the SE Regulation (Council Regulation (EC) no. 2157/2001 of 8 October 2001 on the Statute for a European company (SE), in its current amended version), the SE Implementation Act, the Companies Act to the extent that it is referred to, and the requirements of the German Corporate Governance Code in its current version.

In the Declaration of Corporate Governance pursuant to Section 289f of the German Commercial Code (HGB), we refer to our declaration pursuant to Art. 9 para. 1 lit. c) (ii) SE Regulation, Section 22 para. 6 SEAG in conjunction with Section 161 of the German Stock Corporation Act (Declaration of Conformity) and explain our relevant corporate governance practices that are applied beyond the legal requirements.

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 of the German Stock Corporation Act that elumeo SE (the "company") adheres to the principles and recommendations of the Government Commission on the German Corporate Governance Code (the "Code") in the version of 16 December 2019 since the last declaration of compliance from March 2021 (taking into account the special features of the one-tier system of elumeo SE). Deviations are explained below.

1. Special features of the one-tier corporate governance system

According to Art. 43-45 SE Regulation, the one-tier system is characterised by the fact that the SE is managed by a uniform management body, the Executive Board. The members of the Executive Board jointly manage the company, jointly determine the basic lines of their 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.

In the course of adapting to the one-tier system, the company applies those parts of the code that relate to the Supervisory Board to the Executive Board, and all parts that relate to the Executive Board to the Managing Directors.

In point A. I. management tasks of the Executive Board and A. II. The Supervisory Board's monitoring tasks are carried out by the Executive Board and the Managing Directors.

The Managing Directors and the Executive Board of elumeo SE adopted the following declaration in accordance with Section 161 of the German Stock Corporation Act on 31 March 2022:

Declaration pursuant to Art. 9 para. 1 lit. c) (ii) SE Regulation, Section 22 para. 6 SEAG in connection with Section 161 of the German Stock Corporation Act

elumeo SE complies with all recommendations of the Government Commission on the German Corporate Governance Code published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette in the version dated 16 December 2019 (Code 2019) and will continue to comply with them in the future, with the following exceptions:

According to the recommendations of the Code 2019 (B.5), an age limit should be set for the Managing Directors and be stated in the Declaration of Corporate Governance.

There is no age limit for Managing Directors. The choice of Managing Directors is based solely on their knowledge, skills and professional experience. elumeo SE does not currently comply with and will not comply with this recommendation in financial year 2022.

In deviation from recommendation F2 of the Code 2019, the Consolidated Financial Statements and Group Management Report for financial year 2021 will not be published within 90 days of the end of the financial year. This is due to the ongoing pandemic, the resulting staff shortages and the change of auditing firm.

The Remuneration Report of elumeo SE is a key component of the Annual Report and can be viewed there. Contrary to Article 15 of the Articles of Association of elumeo SE, the Deputy Chairman of the Executive Board, Dr. Frank Broer, waives receiving additional remuneration.

The Declaration of Conformity can be viewed on the elumeo SE website at <https://www.elumeo.com/investor-relations/corporate-governance>.

elumeo considers responsible and transparent corporate governance to be the basis for long-term economic success. This also includes open, timely and consistent information and communication with our shareholders, business partners, employees and the public. Here, we are guided by the German Corporate Governance Code introduced in 2002 in its current version. The Executive Board and Managing Directors work together closely for the benefit of the entire company to ensure efficient management and control of the company geared toward sustained value creation through good corporate governance.

Further details on how elumeo practices corporate governance can be found in the current Corporate Governance Report, which is also part of this Declaration of Corporate Governance.

Relevant management practices

We consider sustainability, integrity and good corporate governance to be the key components of our ethical company culture. They shape our behaviour towards customers, suppliers, employees, shareholders and society at large.

The actions of our governing body and our employees are determined by the values, principles and rules of responsible corporate management, our self-image and our strategy. Objectives are defined and communicated as part of the strategic decisions made by the Executive Board. Here, when it comes to doing our work, we rely on the personal responsibility and initiative of our managers and employees, with whom we have agreed to clear management principles.

To ensure maximum transparency, we inform our shareholders, financial analysts, shareholders' associations, the media and the interested public regularly and promptly about the situation of the company and significant business changes. Our company's reporting thus complies with the regulations defined in the Code.

In accordance with the statutory requirements, the company's Managing Directors ensure to the best of their knowledge that the financial statements and the Combined Management Report present a true and fair view.

The work of the Executive Board and the Managing Directors and the composition and work of the Executive Board Committees

elumeo SE has a monistic company management and control structure. According to Art. 43-45 of the SE Regulation in conjunction with Section 20 et seq. SEAG, the monistic system is characterised by the fact that the management of the SE is the responsibility of a single body, the Executive Board. elumeo makes use of the legal option to delegate the day-to-day business to Managing Directors, whereby one of the three Managing Directors was also a member of the Executive Board in financial year 2021. The Annual General Meeting is another organ.

The Executive Board manages the company, determines the principles of its business and monitors their implementation by the Managing Directors. It appoints and dismisses Managing Directors, determines the remuneration system and sets the respective remuneration. The Executive Board consists of five members:

Wolfgang Boyé (Chairman), Dr. Frank Broer (Deputy Chairman), Claudia Erning, Boris Kirn and Gregor Faßbender.

The Executive Board members were elected at the Annual General Meeting.

Board meetings are held at least every three months. To perform its duties, the Executive Board has established three committees and regularly receives reports on their work. The principles of cooperation between the Executive Board and the tasks of its committees are defined in more detail in the Rules of Procedure for the Executive Board, which can be found on the company's website at <https://www.elumeo.com/unternehmen/verwaltungsrat/geschaeftsordnung>.

COMMITTEES OF THE EXECUTIVE BOARD

The Executive Board had three committees in the year under review. Their tasks, responsibilities and work processes comply with the requirements of the German Stock Corporation Act and the German Corporate Governance Code (Code 2019). The Chairmen of the committees report regularly to the Executive Board on the work of the committees.

The Audit Committee consists of three members, the majority of whom must be members of the Executive Board, who are not at the same time Managing Directors. The Chairman of the Audit Committee may not at the same time be a Managing Director of the company or have been within the last two years or be Chairman of the Executive Board and must have expertise in the areas of accounting or auditing pursuant to Section 100 para. 5 of the German Stock Corporation Act and internal control procedures. The Audit Committee is specifically responsible for accounting issues and monitoring the accounting process, the effectiveness of the internal control system, risk management and the risk management system, internal auditing, compliance and auditing. It provides the Executive Board with a founded recommendation on the selection of the auditor, which shall include at least two candidates in the cases of the call for tenders for the auditing mandate. The Audit Committee monitors the independence of the auditor and also deals with the issuing of the audit assignment to the auditor, the determination of the audit areas and the agreement on fees. Regular virtual meetings between the Chairman of the Audit Committee and the auditor provided continuous feedback regarding the quality of the audit of the financial statements.

As of 31 December 2021, the Audit Committee had the following members: Dr. Frank Broer (Chairman), Gregor Faßbender and Boris Kirn. The members of the Audit Committee are collectively familiar with the industry the company operates in. According to the Stock Corporation Act, the Audit Committee must include at least one member of the Executive Board who has expertise in the areas of accounting or auditing. According to the Code, the Chairman of the Audit Committee should have special knowledge and experience in the application of

accounting principles and internal control procedures, and he should be familiar with the audit of the financial statements and independent. The Chairman of the Audit Committee, Dr. Frank Broer, meets these requirements.

The Nomination Committee has the task of proposing appropriate candidates to the Executive Board for the election of members of the Executive Board by the shareholders by way of the Annual General Meeting. In addition to the necessary knowledge, skills and professional experience of the proposed candidates, the objectives listed by the Executive Board for its composition and the adopted diversity concept, in particular independence and diversity, should be adequately taken into account and at the same time the aim should be to fill in the competence profile. It must be ensured that there is an appropriate participation of women and men in accordance with the legal requirements for the gender quota and that the members of the Executive Board as a whole be familiar with the industry the company operates in. As of 31 December 2021, the Nomination Committee had the following members: Wolfgang Boyé, Dr. Frank Broer und Gregor Faßbender. In financial year 2021, the Nomination Committee met on 5 May and proposed Mrs. Claudia Erning as a member of the Executive Board.

The Executive Committee of elumeo SE includes the Chairman of the Executive Board. The Executive Board may appoint a substitute committee member to represent the Chairman of the Executive Board in the event that he is prevented from attending. Only non-executive members of the Executive Board may be members of the Executive Committee. The Executive Committee shall supervise the day-to-day business of the Managing Directors and receive their reports. The Managing Directors shall consult with the Executive Committee. Insofar as the Executive Committee has been delegated by the Executive Board the authority to issue instructions to the Managing Directors as a whole or to individual Managing Directors, the Executive Committee shall exercise the authority to issue instructions on behalf of the Executive Board.

The Managing Directors manage the affairs of the company in accordance with the applicable laws, this Statute, the Rules of Procedure of the Executive Board and its bylaws. Two of these individuals represent the company or one Managing Director together with an authorised signatory. As of 31 December 2021, three Managing Directors were appointed, all of whom were granted sole power of representation, namely Boris Kirn, Florian Spatz und Dr. Riad Nourallah.

The Managing Directors are to inform the Executive Board regularly, promptly and comprehensively on all company issues concerning planning, the development of the business, the risk situation, risk management and compliance of the elumeo Group and of any special occurrences at the elumeo Group, in particular if business performance deviates from the established company planning, also stating the reasons.

The Managing Directors must disclose any conflicts of interest to the Executive Board immediately and inform the other Managing Directors and Executive Board members thereof. All transactions between the company and / or its affiliates on the one hand and a Managing Director and his related persons or personally related activities on the other hand must stand up to a third-party comparison (at arms' length). The assumption of a paid or unpaid outside activity, honorary posts and Board, Supervisory, Advisory or similar mandates requires the prior written consent of the company's Executive Board, which may be revoked at any time. There was no conflict of interest with the Managing Directors of elumeo SE in financial year 2021.

The principles of cooperation between the Managing Directors of elumeo SE are governed by the Rules of Procedure for the Managing Directors.

Competence profile and diversity concept for the Executive Board

The competence profile and diversity concept for the Executive Board is as follows:

Social skills: As team players, Executive Board members are expected to play a role in overseeing the Managing Directors. This requires practical business experience, assertiveness and social skills. Members should bring along innovative thinking and / or know-how in promoting innovative processes. Alternatively, the strong ability to oversee the company strategy through excellent knowledge of the relevant market, products or other market participants is expected.

Expert know-how: Executive Board members are expected to have expertise in at least one of the following areas: jewelry, finance, e-commerce, television, marketing or sales in one of the markets in which the elumeo Group operates or that is a strategic goal of the Group. The Chairman of the Audit Committee should have expertise in the application of accounting principles and internal control procedures. He should be independent and not a former member of the Executive Board whose appointment has ended less than two years prior to his appointment as Chairman of the Audit Committee.

Diversity: The Executive Board should reflect the diversity of today's society. There can be no discrimination, for whatever reason. Different educational and professional backgrounds are seen as beneficial to realising the required diversity. However, skills and know-how are given priority by the Executive Board. Therefore, a candidate's application should not be rejected on the basis of strict consideration of each and every aspect, including gender, education, practical experience or any other aspect. The target percentage of female members of the Executive Board is set separately. Regarding the maximum length of membership, the Executive Board considers a limit of twenty years to be appropriate.

Number of independent Executive Board members: According to the law, the Executive Board is not allowed to have more than fifteen members. The statutes of elumeo SE also limit the number to twelve members. By nature, the Managing Directors, i.e. the members of the Executive Board, are not independent. The SE Act requires that the majority of the members of the Executive Board be non-executive members.

As long as the Executive Board consists of five members, as is currently the case, there are four non-executive members. These four non-executive members of the Executive Board should always include a sufficient number of independent members, taking the shareholder structure of elumeo SE into account.

In view of the fact that the major shareholder Blackflint Ltd. is represented by a non-executive member of the Executive Board, a total of three independent members of the four non-executive members of the Executive Board are considered appropriate. These three independent members of the Executive Board are Dr. Frank Broer, Claudia Erning and Gregor Faßbender.

Stipulations on promoting the share of women in management positions

As a result of the law on equal participation of women and men in management positions in the private and public sector issued in May 2015, elumeo SE is required to set targets for the share of women at the level of the Executive Board, the Managing Directors and the subsequent management level. In addition, it had to determine by when the respective share of women should be reached. The law stipulates that the implementation period can be up to five years.

elumeo SE is proud to employ a high share of women at all management levels of its subsidiaries on average. elumeo actively promotes the compatibility of family and work through part-time and half-day models, flexible working hours and home office days, for example. elumeo SE itself has no management levels below the Managing Directors, given its small number of employees. The share of women at the level of the Executive Board was 20%, and 0% with respect to the Managing Directors on 31 December 2021. The target for the share of women to be achieved by 30 June 2022 has not yet been reached. With the election of Claudia Erning, an important position on the Executive Board was filled in June 2021, as Mrs. Erning enriches the Board with

her know-how on the capital market and investor relations. As can be seen from the competence profile of the Executive Board, it is very well positioned and there are no vacancies. Nevertheless, the Executive Board is constantly trying to recruit qualified women for the Board. In accordance with the legal provisions, the goal for the Executive Board is to continue to have 25% female members by 30 June 2027.

A target of 0% has been set so far for the Managing Directors. Currently, there is no position to be filled in the first management level of the company. Nevertheless, an attempt is being made to achieve a 25% share of women by 30 June 2027.

Compliance Management System

In the elumeo Group, all employees are required to comply with applicable laws and company-internal rules and principles (compliance). In order to promote the rules of conduct, the Executive Board of elumeo has issued guidelines (Code of Conduct) applicable throughout the Group and distributed them to all employees of the elumeo Group. On the basis of the Code of Conduct, all employees commit themselves to comply with the applicable rules and to behave ethically correctly. Executives, in particular the managers of the respective Group companies, have a special responsibility to monitor adherence to the compliance rules and to serve as a role model. The Code of Conduct contains binding rules for all employees of the elumeo Group, is reviewed regularly and adjusted as necessary. It is an important basis of the compliance management system. Regular internal monitoring and random checks on the functionality of the system are another important building block. Within the framework of compliance risk management, potential risks are evaluated regularly. The Compliance Officer examines any compliance violations and reports directly to the Chairman of the Executive Board and the Audit Committee. Every employee is required to report possible compliance violations to the Compliance Officer or their supervisor. To enable anonymous reporting of serious violations, the elumeo Group has set up an internal Group whistleblower hotline, which will be expanded by an automated whistleblower system in the second quarter of 2022 to account for the implementation of DIRECTIVE (EU) 2019/1937 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 23 October 2019 on the protection of persons reporting infringements of European Union law.

Self-assessment of the Executive Board

The Executive Board and its committees regularly review internally how effectively the Executive Board as a whole and its committees are performing their duties. The results of the audit confirm a professional, constructive cooperation, characterised by a high degree of trust and openness, within the Executive Board and with the Managing Directors. No fundamental need for change was found. Individual suggestions are also taken up and implemented over the course of the year.