

B.10 – Corporate governance declaration in accordance with sections 289f and 315d of the HGB

For Allane SE, good and responsible corporate governance is an important way of securing and enhancing the trust of the capital market in the Company. Responsible management geared to long-term value creation has a high job value for the Company. The fundamental characteristics of good corporate governance are efficient and trustful cooperation between the Managing Board and Supervisory Board, respect for the interests of shareholders and openness in corporate communications both externally and internally. The Supervisory and Managing Board report on important aspects of corporate governance in accordance with the provisions of sections 289f and 315d of the Handelsgesetzbuch (HGB – German Commercial Code). The report is also available on the website of Allane SE under ir.allane-mobility-group.com under 'Corporate Governance'.

6. Corporate governance declaration in accordance with sections 289f and 315d of the HGB

The corporate governance declaration is part of the Company's management report. Pursuant to section 317 (2) sentence 6 of the HGB, the disclosures made in accordance with sections 289f and 315d of the HGB are not included in the audit.

Compliance with German Corporate Governance Code and declaration of conformity

The recommendations of the Government Commission on the German Corporate Governance Code are an established benchmark for corporate management at German listed companies. The Managing Board and Supervisory Board of Allane SE have therefore dealt in detail with the

requirements of the German Corporate Governance Code and issued the following declaration of conformity on 2 March 2023.

Declaration of conformity in accordance with section 161 of the AktG

The Managing Board and the Supervisory Board of the Company issued the last declaration of compliance pursuant to § 161 AktG on 22 February 2022 and an update of the declaration of compliance on 18 May 2022. Since issuing the last Declaration of Conformity on 22 February 2022, which was updated on 18 May 2022, Allane SE (the "**Company**") has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on 16 December 2019 and published in the official section of the Federal Gazette on 20 March 2020. The Company complies with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of 16 December 2019 (hereinafter the "**Code 2020**") with the following exceptions and is currently as well as in the future in compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of 28 April 2022 (hereinafter the "**Code 2022**") published in the official section of the Federal Gazette on 27 June 2022 with the following exceptions:

- The corporate governance statement does not contain any information on the procedure for long-term succession planning with regard to the Managing Board (section B.2 half-sentence 2 of the Code 2022). Due to its involvement in both the Hyundai and Santander Groups, the Company has access to internationally experienced and highly qualified managers, which is why the Company believes that reporting on the approach to long-term succession planning is not conducive to the information

interests of shareholders and investors.

- Currently, and in deviation from clause C.7, sentence 1 of the Code, the Supervisory Board of the Company has only one member, Mr. Norbert van den Eijnden, who in the opinion of the Supervisory Board is independent of the Company and the Managing Board. From the Company's point of view, this does not impair the proper and diligent performance of duties by the Supervisory Board and its members.
- As a member of the Managing Board of Santander Consumer Bank AG, the Chairman of the Supervisory Board is not independent of the Company and the Managing Board, contrary to section C.10, sentence 1 of the Code 2022. The Company believes that this does not impair the effective discharge of duties and responsibilities by the Chairman of the Supervisory Board.
- The Supervisory Board regularly reviews the effectiveness and efficiency of its work and the fulfilment of its tasks, but refrains from reporting in the corporate governance statement whether and how a self-assessment by the Supervisory Board was carried out (section D.12, sentence 2 of the Code 2022). In this regard, the Supervisory Board is of the opinion that the current structure of the Supervisory Board does not have a degree of complexity that would require reporting on the self-assessment by the Supervisory Board in accordance with the recommendation in section D.12 sentence 2 of the Code 2022.
- The report of the Supervisory Board does not contain any information on training and further education measures and measures of induction into office for the members of the Supervisory Board (section D.11, half-sentence 2 of the Code 2022). The Supervisory Board is of the opinion that the reporting on training measures and measures of induction for the members of the Supervisory Board does not constitute material information for shareholders or investors.
- When appointing members to the Managing Board or proposing candidates for election to the Supervisory Board, the Supervisory Board decides on a case-by-case basis to what extent it will take into account the age of candidates. This is because the Supervisory Board is of the opinion that setting a general age limit and thus introducing a general selection restriction would not be in the interest of the Company. A specific age limit for the members of the Managing Board or the members of the Supervisory Board has therefore not been set and is not stated in the corporate governance statement (sections B.5 and C.2 of Code 2022).
- The rules of procedure of the Supervisory Board have not been made available on the company's website (section D.1, half-sentence 2 of the Code 2022). The Company is of the opinion that the Rules of Procedure of the Supervisory Board do not constitute material information for shareholders or investors that should be made available in addition to the information contained in the Corporate Governance Statement.
- The Supervisory Board has not formed a nomination committee in deviation from the recommendation in section D.5 GCGC 2022. Due to the current size of the Supervisory Board, which allows for efficient work of the entire body, the formation of committees - with the exception of the audit committee formed with effect from 16 December 2021 - is currently not considered necessary.
- The peer group used to assess the customary level of Managing Board remuneration (section G.3 sentence 1 half-sentence 2 GCGC 2022) is not disclosed, as in the opinion of the Supervisory Board, no further insight is gained by the shareholders or the stakeholders of the company from the disclosure.
- The variable remuneration of the members of the Managing Board is not predominantly granted on a share-based basis (section G.10 sentence 1 of the Code 2022). The Supervisory Board is of the opinion that the current structure of the variable remuneration creates an incentive that is geared towards the sustainable and long-term development of the Company.
- The remuneration of the Supervisory Board members provided for in the company's Articles of Association only takes into account the higher time expenditure of the Chairman of the Supervisory Board, but neither that of the Deputy Chairman of the Supervisory Board nor that of the Chairman or the members of committees (clause G.17 of the Code 2022). With the exception of the higher time commitment of the chairman of the Supervisory Board, the company considers the performance of other functions within the Supervisory Board to be a regular part of the duties of the members of the Supervisory Board until further notice - subject to the ongoing review of the required time commitment in individual cases. In addition, the members of the company's Supervisory Board who are affiliated with the current majority shareholder have

waived their claims to remuneration.

- The Company provides analysts and shareholders alike with all information relevant to the share price. However, the company is of the opinion that the provision of non-price-sensitive information communicated to financial analysts and comparable addressees (section F.1 of the Code 2022) is not more conducive to the informational interests of shareholders.
- The consolidated financial statements and the annual report of the company are published within the statutory deadlines. Interim reports are published within the deadlines prescribed by stock exchange law. The company is of the opinion that compliance with the shorter publication deadlines recommended in section F.2 of the Code 2022 is not more conducive to the information interests of investors, creditors, employees and the public.

Pullach, March 2023

For the Supervisory Board
of Allane SE

Jochen Klöpffer
Chairman

For the Managing Board
of Allane SE

Donglim Shin
Chairman

Álvaro Hernández
Member of the Managing
Board

6.1 Remuneration report/Remuneration system

The applicable remuneration system for the members of the Managing Board pursuant to section 87a (1) and (2) sentence 1 of the German Stock Corporation Act (AktG), which was approved by the Annual General Meeting on 29 June 2021, and the resolution adopted by the Annual General Meeting on 29 June 2021 pursuant to section 113 (3) of the German Stock Corporation Act (AktG) on the remuneration of the members of the Supervisory Board, as well as the remuneration report and the auditor's report pursuant to section 162 of the German Stock Corporation Act (AktG), are publicly available on the website of Allane SE ir.Allane-mobility-group.com in the section »Corporate Governance« under »Remuneration report«.

6.2 Relevant disclosures on corporate governance practices

The practices used for managing Allane SE and the Allane Mobility Group fully comply with the statutory provisions.

Strategic and operational management of the Group is performed on the basis of planning policies and regular comprehensive reports to the Managing Board. Reporting covers the risk management system, the internal control system as well as the internal audit system.

The risk management system, the functioning and extent of which is documented in the risk manual, specifies several types of reports to support management with the identification, assessment and control of risks. Among other things, the Managing Board and the Supervisory Board receive a comprehensive risk report each year. In addition, the Managing Board is regularly informed about relevant issues by the Company's functional units. The internal control system consists of measures and controls, for example, to ensure compliance with statutory provisions and corporate guidelines. It specifies regular reports by the Company's business units, audit reports and regular working meetings relating to different topics. The internal audit system relates to measures such as planned audits and other audits, the results of which are documented in the respective audit and activity reports to the Managing Board.

6.3 Compliance within the Allane Mobility Group

As a financial services company, in accordance with section 1 (1a) no. 10 KWG, Allane SE is subject to the provisions of MaRisk and section 25a (1) sentence 3 no. 3 KWG. This results in requirements for the implementation and design of a compliance function.

The Managing Board of Allane SE has appointed a central compliance officer who, in cooperation with the internal audit department and the legal department of Allane SE, is responsible for coordinating and monitoring all compliance measures and compliance processes within the Allane Mobility Group.

The success of the Allane Mobility Group is not only driven by its excellent business policy, but also by the harmonisation of business principles with the highest moral and ethical standards, and the trust that customers, suppliers, shareholders and business partners place in. In order to win and keep this trust, it is a precondition that the Managing Board

and the employees of the Company in any situation and continuously comply with the high standards of legislation, ethics and social skills. The Code of Conduct of Allane SE and its affiliated companies, which is mandatory for all employees, contains these behavioural principles for the acting individuals' dealings in relation to third parties and within the Company. The Code of Conduct defines compliance-relevant procedures on the part of management and provides specific instructions for action in the following areas of compliance: corruption and bribery, money laundering, anti-trust law, data protection, insider information and conflicts of interest. In addition, all departments are required to coordinate key legal or regulatory processes and procedures with the legal department, the compliance officer and internal audit. The internal audit department carries out plan audits and project-accompanying audits based on risk-oriented audit planning. Within the scope of these rule audits, business processes are examined not only with regard to economic risk aspects but also with regard to possible compliance risks and compliance with the applicable internal (work instructions, processes) and external regulations. At the same time, the audit department supports the compliance function in monitoring the compliance measures implemented by carrying out ad-hoc checks as required.

The compliance function constantly monitors the main defined compliance areas of Allane SE, initiates the necessary measures and accompanies their implementation. To become aware of potential compliance defaults, Allane SE offers its employees different reporting channels via the superior, the compliance officer or the ombudsman. The compliance officer maintains regular contact with the Managing Board and assists as well as advises it with regard to preventive measures.

6.4 Working practices of Managing Board and Supervisory Board

As European Stock Corporation (Societas Europaea) Allane SE is governed by the German Aktiengesetz (AktG – German Public Companies Act), the specific European SE regulations and the German SE Implementation Act. Allane SE has a dualistic management system with a clear division of corporate management and its supervision between the Managing Board and Supervisory Board. The Managing Board is therefore strictly separated from the Supervisory Board, which monitors the activities of the Managing Board and decides on its composition. Simultaneous membership in both bodies is not permitted.

6.4.1 Managing Board

The Managing Board of Allane SE manages the Company on its own responsibility and represents Allane SE in transactions with third parties. It conducts business in accordance with the legal provisions, the Articles of Association and the rules of procedure for the Managing Board.

As the central task of corporate management, the Managing Board defines long-term goals and strategic orientation for the Company and the Group, agrees these with the Supervisory Board and coordinates their implementation. The Managing Board determines the internal corporate organization, decides on key management positions and manages and monitors the Group's business by planning and determining budgets, allocating resources and monitoring and deciding on key individual measures.

The members of the Managing Board are jointly responsible for the entire management. Without affecting the overall responsibility of all members of the Managing Board, the individual members manage the areas assigned to them within the framework of the Managing Board resolutions on their own responsibility. The distribution of tasks among the members of the Managing Board is set out in a written business allocation plan attached to the rules of procedure of the Managing Board.

The Managing Board as a whole makes decisions on all matters of fundamental and material importance as well as in legally or otherwise binding cases. The rules of procedure of the Managing Board provide for a catalogue of measures that require discussion and decision by the Managing Board as a whole.

In 2022, the Managing Board had two members. Mr. Donglim Shin, Chairman of the Managing Board of Allane SE, was responsible for group strategy and corporate development, sales, marketing, operations, purchasing, re-marketing und human resources. Mr. Álvaro Hernández, CFO of Allane SE, was responsible for accounting, controlling, treasury & financing, investor relations, risk management, internal audit, legal, compliance and IT.

6.4.2 Supervisory Board

The Supervisory Board of Allane SE consists of six members in accordance with article 10 (1) of the Articles of Association. At present, the Supervisory Board has five members.

All members are elected by the Annual General Meeting in accordance with legal provisions and the provisions of the Articles of Association. Apart from the audit committee

formed on 16 December 2021, there were no other committees as at the reporting date.

The Supervisory Board's main tasks include the appointment of Managing Board members and supervision of the Managing Board. As a general rule, the Supervisory Board adopts its resolutions at meetings. On instruction of the Supervisory Board Chairman, resolutions by the Supervisory Board may also be adopted outside of meetings (or by way of a combined resolution) by casting votes verbally or by telephone, in writing (section 126b BGB - German Civil Code) and/or by using other means of telecommunication or electronic media (article 14 (2) of the Articles of Association). Moreover, a resolution may also be validly adopted by aforementioned means without the instruction of the Chairman of the Supervisory Board if no member objects (article 14 (3) of the Articles of Association). Resolutions of the Supervisory Board require a simple majority of votes cast, unless otherwise mandatorily required by law (article 14 (7) of the Articles of Association). The Supervisory Board's report contains further details on the meetings and activities of the Supervisory Board during the 2022 financial year.

The Audit Committee monitors in particular the accounting and the accounting process. Its tasks include the examination of the annual financial statements of the company, the annual financial statements of the subsidiaries and the consolidated financial statements including the respective management reports, the audit reports of the auditors, the proposal of the Managing Board for the appropriation of the balance sheet profit and the dependence report. The audit committee pre-pares the resolution of the Supervisory Board on the adoption of the annual financial statements and the approval of the consolidated financial statements and discusses the interim reports with the Managing Board prior to their publication. The Audit Committee also deals with sustainability reporting. Furthermore, the audit committee deals with the supervision of the audit, in particular the selection and independence of the auditor, the quality and efficiency of the audit process and the services provided by the auditor. The Audit Committee prepares the resolution of the Supervisory Board on the proposal for the election of the auditor to the Annual General Meeting; this includes, in particular, making a recommendation and obtaining a declaration of independence from the auditor to be proposed to the Annual General Meeting for election. The tasks of the audit committee also include the issuing of the audit mandate to the auditor elected by the general meeting and the conclusion of the mandate and fee agreement as well as the preparation and determination of audit focal points. The audit committee is also responsible for the

ongoing monitoring of the effectiveness of the internal control system, the risk management system, the internal audit system and the compliance system. This also includes dealing with compliance matters under capital market law in the area of responsibility of the Supervisory Board.

The Chairman of the Audit Committee regularly reports to the Supervisory Board on the meetings of the Audit Committee and its activities. The chairman of the audit committee regularly exchanges information with the auditor on the progress of the audit and reports on this to the committee. The audit committee regularly consults with the auditor, also without the Managing Board.

The Audit Committee consists of three members. As at 31 December 2022, the Audit Committee consisted of the following members Jochen Klöpfer, Norbert van den Eijnden and Hyung Seok Lee. Norbert van den Eijnden is the Chairman of the Audit Committee. The members of the audit committee as a whole are familiar with the sector in which the company operates. On the Supervisory Board and its Audit Committee, in particular Jochen Klöpfer, Norbert van den Eijnden and Hyung Seok Lee have expertise in the field of accounting as well as in the field of auditing. The expertise also relates to sustainability reporting and its audit.

Jochen Klöpfer has many years of experience as a member of the Managing Board, Chief Risk Officer and Chief Credit Officer of internationally active companies, as well as expertise in the areas of accounting and auditing due to the Supervisory Board and advisory board functions he has held. Especially Jochen Klöpfer has been a member of the Managing Board and Chief Risk Officer of Santander Consumer Bank AG since 2015. Before that assignment he was Chief Risk Officer of the Austrian Bawag PSK AG and Chief Credit Officer of Deutsche Bank S.p.a., Italy.

Norbert van den Eijnden also has expertise in the fields of accounting and auditing. During his professional career, Norbert van den Eijnden was for over ten years CEO of Alphabet International GmbH, the leasing company of the BMW Group and in this role also Board Member of BMW Financial Services. In addition, Norbert van den Eijnden held for many years Board membership of the listed Athlon Holding N.V. He also was a member of the Supervisory Board and member of the Audit & Risk Committee der Bovemij N.V.

Hyung Seok Lee has many years of experience in management positions and as Chief Financial Officer (CFO) of various international companies, giving him expertise in the fields of accounting and auditing. At present Hyung Seok

Lee is CFO of Hyundai Capital Services, Inc., Korea. Before that he held the position of CFO with the American Hyundai Capital America Est. In addition, Hyung Seok Lee is member of the Supervisory Board and/or member of the Board of Directors of various corporations.

This means that Jochen Klöpfer, Norbert van den Eijnden und Hyung Seok Lee are qualified as financial experts within the meaning of section 100 (5) of the AktG and recommendation D.3 of the GCGC. The Managing Board and Supervisory Board work closely together for the benefit of the Allane Mobility Group. The Managing Board informs the Supervisory Board regularly, promptly and comprehensively about all issues relevant to the company and the Group, in particular strategic planning, business development, the risk situation, risk management and compliance, and about the results of internal audits. The Managing Board coordinates the strategic orientation of the company with the Supervisory Board and discusses the implementation of the strategy at regular intervals. Documents required for decision-making, in particular the annual financial statements of Allane SE, the consolidated financial statements as well as the report on the situation of the group and the company, including the auditor's reports, are forwarded to the members of the Supervisory Board with sufficient notice before the respective meeting. The rules of procedure of the Managing Board provide for a catalogue of measures requiring approval, which must be submitted to the Supervisory Board for approval.

6.5 Objectives of Supervisory Board and implementation status

The Supervisory Board has resolved objectives regarding its composition and developed a competence profile for the entire Supervisory Board.

Accordingly, the Supervisory Board is to be composed in such a way as to ensure qualified supervision and advice of the Managing Board by the Supervisory Board. Overall, its members should have the knowledge, skills and professional experience required to properly perform the tasks of a supervisory board in a capital market-oriented, internationally active company in the business areas of leasing for private and business customers and fleet management.

6.5.1 Profile of competence

Overall, the Supervisory Board shall have the competencies that are considered essential in view of the activities of the

Allane Mobility Group. This includes, in particular, in-depth experience in and knowledge of

- the management of a large or mid-sized international company;
- the leasing and fleet management business;
- the fields of marketing, distribution and digitalization;
- the main markets in which the Allane Mobility Group is active;
- bookkeeping and accounting;
- controlling/risk management;
- the area of governance/compliance and
- on sustainability issues of importance to the Allane Mobility Group.

Furthermore, in view of the requirements of § 100 paragraph 5 AktG, at least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing. The expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing shall consist of special knowledge and experience in auditing the financial statements. Accounting and auditing shall also include sustainability reporting and auditing. The chairperson of the audit committee shall be an expert in these fields. The members as a whole must be familiar with the sector in which the company operates.

6.5.2 Requirements for the composition of the entire board and the individual members

Competence and diversity

First and foremost, the prerequisites for filling the seats on the Supervisory Board are professional qualifications and personal competence. The Supervisory Board will always give priority to these prerequisites, which are indispensable for the fulfilment of its legal obligations, when proposing the election of Supervisory Board members.

Overall, the Supervisory Board pursues the goal of optimally fulfilling its supervisory and advisory functions through the diversity of its members. The diversity includes in particular internationality as well as different horizons of experience and ways of life. In preparing the election proposals or the proposals for dismissals, it should be assessed in each individual case to what extent different, complementary professional profiles, professional and life experience and an appropriate representation of both sexes benefit the work of the Supervisory Board. In addition, the Supervisory Board

will support the Managing Board in strengthening diversity within the Company.

In-depth knowledge of work areas relevant for Company

All members of the Supervisory Board shall have in-depth knowledge and experiences in work areas that are important for the Company and they shall meet the other professional and personal requirements from the applicable regulatory stipulations.

Management experience

The Supervisory Board shall have at least two members. These shall be experienced in the management or supervision of a mid-sized to large corporation.

Internationality

At least two members of the Supervisory Board shall have business experience in the main sales markets of Allane SE and be able to provide competent assistance in Allane SE's continued internationalisation.

Qualifications matrix

The following qualification matrix illustrates the existing competences and the status of implementation with regard to the competence profile as well as the diversity concept described in section 1.6.2 based on the requirements for the members of the Supervisory Board:

Qualification Matrix

		Klöpffer	Hanswillemenke	Hyung Seok Lee	Su Ho Kim	van den Eijnden	
Affiliation	Member since	05 August 2020	10 December 2020	29 June 2022	29 June 2022	29 March 2022	
Diversity	Gender	M	M	M	M	M	
	Year of Birth	1970	1968	1972	1976	1959	
	Nationality	Germany	Germany	South Korea	South Korea	Netherlands	
Expertise	Leasing and Fleet Management	✓ ¹	✓	✓	✓	✓	
	Marketing, Vertrieb	✓	✓	✓	✓	✓	
	Corporate and Human Resources Management	✓	✓	✓	✓	✓	
	Internationality	✓	✓	✓	✓	✓	
	Financial Accounting	✓	✓	✓	✓	✓	
	Controlling, Risk Management	✓	✓	✓	✓	✓	
	Governance, Compliance	✓	✓	✓	✓	✓	
	Digitisation	✓	✓	✓	✓	✓	
	Sustainability, ESG	✓	✓	✓	✓	✓	
	Financial expertise ²	Accounting ³	✓		✓		✓
		Auditing ⁴	✓		✓		✓

¹ ✓ Good and in-depth knowledge beyond the legal minimum requirements for the members of the Supervisory Board

² Within the meaning to Article 100 paragraph 5 AktG (Aktengesetz: German Stock Corporation Act)

³ Including internal control and risk management systems and sustainability reporting and their audit

⁴ Including sustainability reporting and its audit

Number of independent members/no material conflicts of interests

The Supervisory Board shall have a suitable number of independent members. In the view of the Supervisory Board, this is the case against the background of the ownership structure of the Company if at least two of the six Supervisory Board members according to the Articles of Association are independent within the meaning of the section C.6 of the German Corporate Governance Code. The Supervisory Board will be guided by these requirements in its election proposals.

Moreover, no one shall be proposed for election to the Supervisory Board, whose other activities could mean a potentially material and not just sporadic or intermittent conflict of interests.

The current composition of the Supervisory Board is in accordance with aforelisted targets. In view of their different backgrounds and experiences, the members of the Supervisory Board in their entirety with regard to their different lives and horizons of experience represent the necessary diversity to do optimal justice to their supervisory duty. In particular, the Supervisory Board as a whole has the knowledge,

skills and professional experience required to properly perform the tasks of a Supervisory Board in a capital market-oriented, internationally active company in the business areas of fleet management and leasing for private and business customers. All members of the Supervisory Board demonstrate specialised industry expertise and experiences in the Company's main sales markets due to their previous professional activities and have experience in the management or supervision of a mid-sized to large corporation. With Mr. Norbert von den Eijnden, one independent shareholder representative is represented in the Company's Supervisory Board, the Supervisory Board will follow the guidelines of the German Corporate Governance Code when proposing candidates for the other statutory Supervisory Board positions.

6.6 Diversity Concept

6.6.1 Managing Board

Diversity aspects in the composition of the Managing Board

Overall, the Managing Board should have the competencies that are considered essential in view of the activities of the Allane Mobility Group. In the opinion of the Supervisory Board, these include:

- complementary professional profiles and different professional and educational backgrounds;
- highest personal integrity;
- in-depth practical experience in dialogue with the various stakeholders, including in-depth knowledge of capital market requirements;
- profound experience in IT management and understanding of the increasing digitalisation of the business model;
- many years of experience in value-based strategy development and change management;
- many years of experience in the management of large companies;
- knowledge of accounting and financial management;
- solid knowledge of risk management;
- international experience and
- adequate representation of both sexes and different ages.

As a rule, the service contracts of the members of the Managing Board should end when the standard age limit for statutory pension insurance (currently 67 years of age) is reached.

Aims of the diversity concept

In the opinion of the Supervisory Board, complementary professional profiles and different professional and educational backgrounds already result from the duty of proper management. In addition, the different lives and experiences of the individual members of the Managing Board are decisive for analysing current challenges, problems and strategies from different perspectives and thus making a decision for the benefit of the Company.

In view of the increasing digitalisation of the business model and the enormous relevance of modern IT structures for all areas of the Company, profound experience in IT management and a profound understanding of digitalisation are indispensable in order to successfully lead the Company into the future.

Many years of experience in the management of larger companies, strategy development and change management are decisive and indispensable elements of modern top management in the opinion of the Supervisory Board. The Managing Board also requires sound practical experience in dialogue with the various stakeholders, including in-depth knowledge of the requirements of the capital market. In particular, the Supervisory Board is of the opinion that successful corporate management requires consistent communication with the lower management levels by the Managing Board.

The Supervisory Board also strives for an appropriate representation of both genders and different ages on the Managing Board, as it believes that mixed-gender teams achieve the same or better results than teams in which only one gender is represented. However, as the Managing Board currently consists of only two members, the Supervisory Board believes that a strict quota at this point would lead to a significant reduction in the number of suitable candidates on the one hand and on the other would call into question the future cooperation with deserving members of the Managing Board who are familiar with the Company.

Manner of implementation

The Supervisory Board takes into account the diversity aspects described above when appointing members to the Managing Board. In addition, the Managing Board and Supervisory Board regularly exchange information on suitable successor candidates and high potentials from the Group in order to ensure the continuous further development of promising talents.

6.6.2 Supervisory Board

Diversity aspects in the composition of the Supervisory Board

The Supervisory Board has drawn up a comprehensive competence profile for its composition and formulated detailed requirements for the composition of the entire Supervisory Board and its individual members.

Accordingly, the Supervisory Board should have the overall competencies that are considered essential in view of the activities of the Allane Mobility Group.

The most important prerequisites for filling the seats on the Supervisory Board are professional qualifications and personal competence. The Supervisory Board will consider these conditions, which are indispensable for the fulfilment of its statutory obligations, when making nominations for election of members of the Supervisory Board.

The Supervisory Board also pays particular attention to different, complementary professional profiles, professional and life experience and an appropriate representation of both sexes.

The Supervisory Board maintains that it does not define an age limit or a rule limit for membership of the Supervisory Board.

Aims of the diversity concept

Overall, the Supervisory Board pursues the goal of optimally fulfilling its supervisory and advisory functions through the diversity of its members. The diversity includes in particular internationality as well as different horizons of experience and paths of life. In preparing nominations for election or nominations for secondments, the extent to which different, complementary professional profiles, professional and life experience and an appropriate representation of both sexes benefit the work of the Supervisory Board shall be assessed on a case-by-case basis.

In addition, the different lives and experiences of the individual members of the Supervisory Board are decisive in analysing current challenges, problems and strategies from different perspectives and making a decision for the best of the Company. The Supervisory Board pursues the goal of always being in a position to competently advise and monitor the Managing Board and to adequately acknowledge and accompany new developments in the industry.

Manner of implementation

The Supervisory Board takes into account the diversity aspects described above when proposing candidates of the election of Supervisory Board members. The Supervisory Board also undergoes an annual efficiency review. The audit focuses on the effective performance of the tasks assigned to the Supervisory Board, including the practicability of the procedural rules in the rules of procedure of the Supervisory Board, as well as on the efficiency of the work of the committees. In the future, diversity aspects should also be taken into account to a greater extent.

Further disclosures on corporate governance

Notification concerning directors' dealings

In the 2022 financial year, Allane SE has not been notified of any reportable purchase or sale transactions of shares in Allane SE or of financial instruments relating thereto by persons subject to reporting requirements (directors' dealings or managers' transactions). Corresponding notifications are published on the Company's website ir.allane-mobility-group.com under 'Directors Dealings'.

Determinations pursuant to sections 76 (4) and 111 (5) AktG

In June 2020, the Supervisory Board has set the target figure for the proportion of women on the Supervisory Board and the Managing Board at 0%, and thus no target figure, in accordance with section 111 (5) of the German Stock Corporation Act (AktG) and has decided on an implementation deadline of 30 June 2023.

On 1 July 2021, the Managing Board set the target quotas for the proportion of women at the first and second management levels below the Managing Board at 20% (first management level) and 30% (second management level) in

accordance with section 76 (4) of the German Stock Corporation Act (AktG) and resolved that both targets should be achieved by 30 June 2026.

Disclosures relating to the auditor

The ordinary Annual General Meeting on 29 June 2022 adopted the proposal of the Supervisory Board to appoint PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, as auditor for financial year 2022 for Allane SE and the Allane Mobility Group.

Pullach, 31 March 2023

Allane SE

The Managing Board

Donglim Shin

Álvaro Hernández