

Statement of compliance of BREMER LAGERHAUS-GESELLSCHAFT -Aktiengesellschaft von 1877- with the German Corporate Governance Code in the version dated December April 28, 2022

On November 29, 2022, the Board of Management and on December 15, 2022, the Supervisory Board of BREMER LAGERHAUS-GESELLSCHAFT -Aktiengesellschaft von 1877- (BLG AG) issued the 23rd statement of compliance with the German Corporate Governance Code (DCGK) in the version dated April 28, 2022.

BLG AG complies with the recommendations of the government commission with the following exceptions, and will comply with the recommendations during the period covered by the statement of compliance with the following exceptions:

1. Recommendation D.4

“The Supervisory Board should create a nomination committee which is exclusively made up of shareholders. This committee should select suitable candidates for election to the Supervisory Board and nominate them to the Supervisory Board for its suggestions to the General Shareholders Meeting.”

The Supervisory Board has delegated the tasks of the nomination committee to the personnel committee. The personnel committee is made up of shareholder representatives and employee representatives.

2. Recommendation F.2

“The Consolidated Financial Report and the Management Report should be publicly available within 90 days after the end of the business year, the mandatory interim financial information should be publicly available within 45 days after the end of the reporting period.”

Currently, BLG AG is not able to comply with all the recommended deadlines. However, full compliance with this recommendation is planned in the medium term. The Financial Report of the Group is published within four months after the end of the business year.

3. Recommendation F.3

“If the company is not obliged to issue quarterly reports, it should, over the course of the year, provide not only a half-year financial report, but also information in suitable form about business development, especially about major changes to business prospects as well as the risk situation.”

According to the current International Financial Reporting Standards (IFRS), BLG AG does not have any subsidiaries to be consolidated. Therefore a quarterly report would only be required at company level. Due to the activities of the company, which comprise a liability and a management function, significant changes in business development and risk situation are generally not to be

expected. Therefore, for the company the cost of issuing a quarterly report is in no reasonable relation to the value added by the information.

4. Recommendations G.2 and G.7

“G.2 The Supervisory Board shall establish the specific target total remuneration for each Management Board member on the basis of the remuneration system, which shall be appropriate to the corresponding Management Board member’s tasks and performance as well as to the enterprise’s overall situation and performance, and shall not exceed the usual level of remuneration without specific reasons.

G.7 Referring to the forthcoming financial year, the Supervisory Board shall establish the performance criteria for each Management Board member covering all variable remuneration components; besides operating targets, the performance criteria shall be geared mainly towards strategic goals. The Supervisory Board shall determine to what extent individual targets for each Management Board member – or targets for the entire Management Board as a whole – are decisive for the variable remuneration components.”

According to the establishment of the new position Chief Operating Officer (COO) it is necessary to adjust the remuneration of the relevant Management Board member during the year and redefine the target total and maximum remuneration. The target total and maximum remuneration of the other Management Board members have been defined according to the German Corporate Governance Code and the current remuneration system determined in the previous year.

5. Recommendation G.8

“Any subsequent changes to the target values or comparison parameters should be prohibited.”

The Supervisory Board considers it necessary to be able to react to extraordinary developments and in such cases to be able to make subsequent changes. Extraordinary developments in this sense are special situations which are not sufficiently covered in the targets defined and which are based on framework conditions which are beyond the control of the company.

6. Recommendation G.10

“The variable compensation amounts granted to members of the Board of Management should be granted to them, taking into account the tax burden in each case, mainly in the form of company shares or correspondingly based on shares. Each member of the Board of Management should only be able to access the long-term variable guaranteed amounts after a period of four years.”

Due to its constellation under company law, BLG AG only participates in the operational result of

the BLG Group to a minor extent in the form of compensation for the members of the Board of Management. Furthermore, the trading volume of the share of BLG AG can be considered low. As BLG AG only assumes the liability and management functions of BLG LOGISTICS GROUP AG & Co. KG, payment in the form of shares or corresponding share-based payment would not be appropriate. Therefore, share payments are not planned in the short-term variable compensation nor in the long-term variable compensation. No compensation is made in the form of shares. During the transition from the old to the new compensation system, liquidity disadvantages from ceased payments will be bridged as follows: The new compensation system provides a transition regulation with regard to the variable compensation for members of the Board of Management who were appointed before 2020, which is based on a two-year period.

7. Recommendation G.12

“In the event of expiry of a Board of Management contract, the payout of any variable compensation components still outstanding which are attributable to the period up to expiry of the contract should be made according to the originally agreed targets and comparison parameters and according to the due dates or holding periods determined in the contract.”

The Supervisory Board considers it appropriate to the new compensation system that a distinction is made between a "good leaver case" and a "bad leaver case", with a corresponding subsequent procedure. The compensation system provides the following regulation for such cases:

4. Variable compensation

(...)

d) Payment of variable compensation in the case of (premature) termination

aa) The payment of variable compensation in the case of (premature) termination of the employment contract depends upon whether the case is of a so-called good leaver or bad leaver situation. A good leaver situation is assumed if the contract ends due to expiry of its term, inability to work or death, achievement of the age limit or mutually agreed cancellation of the employment contract. All other termination reasons are classified as bad leaver situations.

bb) If, in a good leaver case, a contract ends during an ongoing year, the short-term variable compensation components resulting in the year and the long-term variable compensation components are reduced proportionately according to the time served. The other tranches are not reduced. Payment is made proportionally to the time period served upon the day of contract expiry on the basis of a target achievement of 100%.

cc) In a bad leaver case, the leaver forfeits all claims to compensation for which the assessment period has not been completed at the time of receipt of the notice of termination, revocation of the appointment or resignation on the day of receipt of such notice of termination, dismissal or resignation. (...)

8. Recommendation G.15

“If members of the Board of Management also hold Supervisory Board mandates in the Group, the compensation for this should be deducted.”

Within the BLG Group, a Supervisory Board in the sense of the G.15 recommendation of the German Corporate Governance Code only exists in the EUROGATE Group. As, firstly, the Supervisory Board mandates in the EUROGATE Group result in considerable additional work over and above regular duties and, secondly, the EUROGATE Group is a major component of the BLG Group, the Supervisory Board considers it appropriate that the compensation paid for such work is not deducted from the agreed Board of Management compensation for the respective member of the Board of Management.

Bremen, December 15, 2022

BREMER LAGERHAUS-GESELLSCHAFT
-Aktiengesellschaft von 1877-

The Board of Management and the Supervisory Board