

Corporate Governance Declaration of LEONI AG

The Corporate Governance Declaration pursuant to Sections 289f and 315d of the German Commercial Code (Handelsgesetzbuch, 'HGB') is the key instrument for reporting on corporate governance (principle 23 of the German Corporate Governance Code in its version of 28 April 2022, 'DCGK 2022'). It is part of the combined management report. Pursuant to Section 317 (2) sentence 6 HGB, the auditor must limit its audit of the information provided pursuant to Sections 289f (2) and (5) and Section 315d HGB to considering only whether or not the information has been provided. If significant changes to the disclosures below have occurred after expiry of the year under report, such changes can be found in the supplementary report of the combined management report.

I. Declaration of conformity pursuant to Section 161 AktG

On 14 December 2022, the Executive Board and the Supervisory Board of LEONI AG issued the declaration regarding the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation (Aktiengesetz, 'AktG') shown below:

Declaration by the Executive Board and the Supervisory Board of
LEONI AG
on the recommendations of the
'Government Commission on the German Corporate Governance Code'
in accordance with Article 161 of the German Stock Corporation Act (AktG)

Since submitting the last Declaration of Conformity on 7 December 2021, LEONI AG has complied with all of the recommendations of the German Corporate Governance Code in the version of 16 December 2019 ("DCGK 2020") as published by the Federal Ministry of Justice and Consumer Protection in the official part of the Federal Gazette (Bundesanzeiger) on 20 March 2020.

LEONI AG also complies with all of the recommendations of the German Corporate Governance Code in the version of 28 April 2022 ("DCGK 2022") as published by the Federal Ministry of Justice and Consumer Protection in the official part of the Federal Gazette (Bundesanzeiger) on 27 June 2022 and will continue to comply.

Nuremberg, 14 December 2022

LEONI AG

For the Executive Board


Aldo Kamper

For the Supervisory Board


Klaus Rinnerberger

After the end of the year under report, the Executive Board and Supervisory Board of LEONI AG issued the following intra-year supplement to its declaration regarding the German Corporate Governance Code pursuant to Section 161 AktG:

Intra-year-addition of the
Declaration by the Executive Board and the Supervisory Board of
LEONI AG
on the recommendations of the
'Government Commission on the German Corporate Governance Code'
in accordance with Article 161 of the German Stock Corporation Act (AktG)

The Executive Board and the Supervisory Board of LEONI AG submitted the last Declaration of Conformity in accordance with Article 161 AktG on 14 December 2022. In addition to this Declaration, the following is declared:

The Supervisory Board of LEONI AG decided to appoint Mr. Hans-Joachim Ziems as a member of the Executive Board for the period of about six months (10 January 2023 until 30 June 2023). Mr. Ziems was assigned the responsibility for the ongoing financial and operational restructuring of the Company. Mr. Ziems already acted from October 2019 until March 2020 as general representative (Generalbevollmächtigter) of LEONI AG and from 1 April 2020 until 31 March 2021 as Chief Restructuring Officer (CRO) of the Executive Board of LEONI AG. For this Mr. Ziems received a fixed monthly salary respectively. Because of these previous activities for LEONI AG and the duration of the appointment, which is

again limited in time, the Supervisory Board and Mr. Ziems agreed, that the executive board service contract contains a fixed salary again for the activities of Mr. Ziems. The executive board service contract contains no variable compensation components.

Furthermore, the Executive Board and the Supervisory Board of LEONI AG decided to mandate the Ziems & Partner consulting firm, so they can support the Executive Board with the ongoing financial and operational restructuring of the Company. Mr. Ziems holds a major interest in the Ziems & Partner consulting firm and therefore indirectly benefits from the fees the Ziems & Partner consulting firm receives. The Ziems & Partner consulting firm receives for its advice on restructuring a fixed basic fee and – in the case of achieving certain targets – an additional contingency fee. The Supervisory Board considered and approved the fees for Ziems & Partner consulting firm in reaching its decisions on appointing Mr. Ziems as a member of the Executive Board and the determination of remuneration.

Due to the aforementioned compensation agreement with Mr. Ziems, LEONI AG declares highly precautionary a deviation from the recommendations G.6 to G.11 of the German Corporate Governance Code in the version of 28 April 2022 (DCGK 2022) as published in the official part of the German Federal Gazette (Bundesanzeiger) on 27 June 2022. It is the opinion of the Executive Board and the Supervisory Board that these deviations are justified as the incentive effects, which are usually associated with variable compensation, would not have been appropriate considering that Mr. Ziems' activity on the Executive Board is limited to half a year and the special tasks he was assigned as CRO.

In addition, a sufficient incentive effect is already given by the agreed contingency fee with the Ziems & Partner consulting firm.

With regard to the other members of the Executive Board, LEONI AG intends to comply with all of the aforementioned recommendations.

Nuremberg, 9 January 2023

LEONI AG

For the Executive Board


Aldo Kamper

For the Supervisory Board


Klaus Rinnerberger

The declarations of conformity issued by LEONI AG for the past five financial years, including the current declaration printed above, may also be viewed on the Company's website at [» www.leoni.com/en/investor-relations/corporate-governance/](https://www.leoni.com/en/investor-relations/corporate-governance/).

II. Website with information on the compensation of the Executive Board and the Supervisory Board

The compensation report on the last financial year and the auditor's report pursuant to Section 162 of the AktG will be on the agenda of the Annual General Meeting for approval. The compensation report, including the auditor's report, will be published at [» www.leoni.com/en/investor-relations/corporate-governance/executive-board/](https://www.leoni.com/en/investor-relations/corporate-governance/executive-board/) and [» www.leoni.com/en/investor-relations/corporate-governance/supervisory-board/](https://www.leoni.com/en/investor-relations/corporate-governance/supervisory-board/) immediately after the Annual General Meeting. The relevant resolution of the Annual General Meeting will also be made available on the Company's website and will remain publicly available in accordance with the legal requirements.

The current compensation system applicable to the members of the Executive Board pursuant to Section 87a AktG was presented to and approved by the Annual General Meeting on 23 July 2020. The resolution approving the compensation and the compensation system for the members of the Supervisory Board pursuant to Section 113 AktG was adopted at the Annual General Meeting on 19 May 2021. Further information on the currently applicable compensation system for the members of the Executive Board and the Supervisory Board, including the relevant resolutions adopted at the Annual General Meeting, can be found at [» www.leoni.com/en/investor-relations/corporate-governance/executive-board/](https://www.leoni.com/en/investor-relations/corporate-governance/executive-board/) and [» www.leoni.com/en/investor-relations/corporate-governance/executive-board/](https://www.leoni.com/en/investor-relations/corporate-governance/executive-board/) as well as at [» www.leoni.com/en/agm2020/](https://www.leoni.com/en/agm2020/) and [» www.leoni.com/en/agm2021/](https://www.leoni.com/en/agm2021/).

III. Other relevant corporate governance practices

1. Suggestions of the Code

On a voluntary basis, LEONI AG also follows the suggestions of the DCGK 2022 and complies with them with the following exception:

The Executive Board has not taken an advance decision as to whether, in the event of a takeover offer, it should convene an extraordinary general meeting at which shareholders would discuss the takeover offer and may decide on corporate actions (suggestion A.8). The Executive Board would take such a decision on a case-by-case basis depending on the terms of a potential takeover offer and the specific need for discussions and decisions, taking into account the amount of work and resources that an extraordinary general meeting would require.

2. External standards and internal sets of rules

Beyond the statutory regulations and the DCGK 2022, the corporate governance of LEONI AG is aligned with recognised external standards and various internal sets of rules. These include the UN Global Compact, LEONI Social Charter and Diversity Charter, as well as such internal guidelines as the LEONI Code of Conduct and the occupational health, safety and environmental protection policy for LEONI's company divisions that had been transferred to the divisional level in 2019. Further details are provided in the non-financial Group information statement pursuant to Section 315b HGB and can be viewed on the website of LEONI AG at [» www.leoni.com/en/company/sustainability/](http://www.leoni.com/en/company/sustainability/) and [» www.leoni.com/en/code-of-conduct/](http://www.leoni.com/en/code-of-conduct/).

IV. Description of the procedures of the Executive Board and the Supervisory Board as well as of the composition and procedures of the Supervisory Board committees

In the 2022 financial year, the Executive Board and the Supervisory Board of LEONI AG collaborated closely and with mutual trust for the benefit of the Company. The Supervisory Board actively assists and monitors the Executive Board's work. At the Supervisory Board meetings, the Executive Board and the Supervisory Board members discuss all key strategic decisions and transactions requiring consent thoroughly, openly and in strict confidentiality.

1. Composition and procedures of the Executive Board

a) Composition of the Executive Board

As provided for by LEONI AG's Articles of Association, the Executive Board of the Company has at least two members. As at 31 December 2022, the Executive Board had four members, namely Aldo Kamper as Chief Executive Officer (CEO), Dr Ursula Biernert as Chief Human Resources Officer (CHRO), Dr Harald Nippel as Chief Financial Officer (CFO) and Ingo Spengler as Chief Operations Officer (COO). Ingrid Jägering, having been Chief Financial Officer (CFO), left the Executive Board on 31 March 2022 following the early termination of her Executive Board service contract.

In the 2022 financial year, the composition of the Executive Board as well as the respective areas of responsibility in accordance

with the allocations of responsibilities applicable in the previous financial year was as follows:

Dr Ursula Biernert, cultural studies graduate (Diplom Kulturwirtin), 53

First appointed: 1 February 2022

Appointed until: 31 December 2024

Areas of responsibility:

Chief Human Resources Officer (CHRO) and Labour Director; also head of the following departments: Corporate Human Resources (incl. head of Senior & Executive Management Development), Corporate Ethics, Risk & Compliance and Corporate Real Estate; additionally CHRO of the Wiring Systems Division

Ingrid Maria Jägering, industrial business management assistant (Industriekauffrau), 56

First appointed: 1 August 2019

Appointed until: 31 March 2022

Areas of responsibility:

Chief Financial Officer (CFO) and Labour Director; also head of the following departments: Corporate Accounting, Corporate Controlling, Corporate Ethics, Risk & Compliance, Corporate Finance & Treasury, Corporate Human Resources (including labour management (Arbeitsdirektion)), Corporate Information Technology, Corporate Internal Audit and Corporate Taxes (including Customs Compliance); furthermore, head of Human Resources and head of Purchasing & Facility Management of LEONI AG in Nuremberg, i.e. at holding company level; additionally CFO of the Wiring Systems Division

Aldo Kamper, MBA, 52

First appointed: 1 September 2018

Appointed until: 31 December 2026

Areas of responsibility:

Chief Executive Officer (CEO); also head of the following departments: Corporate Communications & Investor Relations, Corporate Legal, Corporate Strategy and M&A; furthermore, head of the Wiring Systems Division (Division CEO) and Wire & Cable Solutions Division

Dr Harald Nippel, industrial engineer and industrial business manager (Wirtschaftsingenieur und Industriekaufmann), 59

First appointed: 1 April 2022

Appointed until: 31 March 2025

Areas of responsibility:

Chief Financial Officer (CFO); also head of the following departments: Corporate Accounting, Corporate Controlling, Corporate Finance & Treasury, Corporate Information Technology, Corporate Internal Audit and Corporate Taxes

Ingo Spengler, mechanical engineering graduate (Dipl.-Ing. Maschinenbau), 50

First appointed: 1 February 2022

Appointed until: 31 December 2024

Areas of responsibility:

Chief Operations Officer (COO); also COO of the Wiring Systems Division (Operations Strategy and Management, Production Management, Value Chain Management, Quality Management & Safety/Health/Environment, Operations Project Management, Strategic Purchasing, Operations Controlling, Country Management)

After the end of the year under report, **Hans-Joachim Ziems, graduate in business administration (Diplom-Kaufmann), 69**, was appointed as a member of the Executive Board and Chief Restructuring Officer (CRO) for the period from 10 January 2023 to 30 June 2023.

b) Leadership and management

The Executive Board is responsible for directing and managing the business of LEONI AG. The Board acts in the interests of the Company with the aim of increasing its enterprise value in a sustainable way. To do so, it develops a suitable strategy, coordinates it with the Supervisory Board, and ensures its implementation. The Executive Board's duties also include effective opportunity and risk management, risk controlling and ensuring compliance (observance of statutory requirements and internal company policies) throughout the Group. The Executive Board has not set up any committees.

The law and rules of procedure govern the collaboration and the allocation of duties among members of the Executive Board. The rules of procedure and the related schedule of responsibilities are regularly reviewed by the Supervisory Board for any need for an update. The rules of procedure for the Executive Board are available on the website of LEONI AG at » www.leoni.com/en/investor-relations/corporate-governance.

In the past year, the Executive Board's work was initially once again focused on managing the persisting fallout from the COVID-19 pandemic. In addition, there were the consequences for the Company, its staff, customer base, suppliers and other

business partners of the war that broke out in Ukraine at the end of February, which needed to be mastered as well as possible. The Company furthermore had to and must still overcome continuing inflation-driven price increases for input products, raw materials, energy and wages, as well as the adversely affected supply chains. This calls for keeping in close touch with all stakeholders. The ReWire sustainability programme was successfully implemented, while ValuePlus was conceived and launched as a new performance and strategy programme and thus as the successor to VALUE 21.

Work on the refinancing plan was also a focal area for the Executive Board. Due to STARK Corporation's refusal to close the planned sale of Business Group Automotive Cable Solutions, it was for the time being no longer possible to implement the original refinancing plan in the 2022 financial year. As a result of intensive talks held by the Executive Board, credit lines due shortly were temporarily extended to allow for adjustment of the refinancing plan. LEONI AG attaches great importance to ensuring that stakeholders are provided with transparent information.

c) Compliance

As part of compliance management during the period under report, the Executive Board dealt with the organisation and further development of all compliance matters and ensured implementation of the necessary measures. The appropriateness and effectiveness of the Compliance Management System is regularly tested. The conclusions drawn from the findings of the internal and external tests, the compliance activity carried out and the

measures taken with regard to compliance monitoring are included in the assessment of the effectiveness of the compliance programme and therefore in the compliance risk analysis and assessment. The compliance risk assessment is included in the risk evaluation of the Group as part of the risk management system and also forms the basis for planning the compliance activities in the following year.

d) Communication and transparency

The Executive Board is also responsible for all communication with which LEONI AG informs shareholders, associations of shareholders, financial analysts, the media and the interested public on the Company's development and significant events.

All mandatory publications and detailed supplementary information are made available in a timely manner on the website of LEONI AG. Numerous publications, such as ad hoc announcements, press releases and interim and annual reports, are issued in both German and English. LEONI AG broadcasts conference calls, the annual balance sheet press conference and the analyst conference live on the internet. The latest financial calendar with information on the dates of all key publications and events can also be accessed on the website.

The CEO's speech at the Annual General Meeting of LEONI AG and a presentation shown during that speech can be followed online. The key points of the CEO's speech at the virtual Annual General Meeting on 24 May 2022 were also uploaded to the Company's website. The presentations are accessible at » www.leoni.com/en/agm2022/.

e) Sharing information with the Supervisory Board

The Executive Board informs the Supervisory Board regularly, promptly and comprehensively about all relevant events, as well as about planning, business performance, the risk situation and compliance-related measures. In addition to the Supervisory Board meetings in which the members of the Executive Board are present, the chairpersons of both boards consult regularly, also at short notice and as required due to specific circumstances, on all relevant current matters. Additional information on the collaboration between the Executive Board and the Supervisory Board in the year under report can be found in the Supervisory Board report.

2. Composition and procedures of the Supervisory Board and its committees

a) Composition of the Supervisory Board

In accordance with Section 7 (1) sentence 1 no. 1 of the German Co-Determination Act (Mitbestimmungsgesetz, 'MitbestG'), the Supervisory Board of LEONI AG is composed on a parity basis of six members representing the employees and six members representing the shareholders. More details on the criteria for the composition of the Supervisory Board are set out in the following sections: 'Information on the representation of both sexes on the Executive Board and the Supervisory Board and at the top management levels at LEONI AG' and 'Diversity on the Executive Board and the Supervisory Board'.

In the 2022 financial year, Dr Klaus Probst was Chairman of the Supervisory Board until his departure from the Supervisory Board upon the end of the Annual General Meeting on 24 May 2022, when Klaus Rinnerberger took over the chair. Franz Spieß was First Deputy Chairman of the Supervisory Board throughout the financial year. The position of Second Deputy Chairman remains vacant. In accordance with the requirements of Section 100 (5) AktG, Supervisory Board members Klaus Rinnerberger, Karin Sonnenmoser and Dr Lorenz Zwingmann each have expert knowledge in the fields of accounting and auditing.

All members of the Supervisory Board comply with the limitation of the total number of supervisory board mandates they may accept as recommended in the DCGK 2022.

During the 2022 financial year, the following changes occurred due to the elections to the Supervisory Board held on both the employee and shareholder sides. Klaus Rinnerberger, Franz Spieß and Mark Dischner remained members of the Supervisory Board throughout the financial year.

At the end of the year under report, the Supervisory Board was composed as follows:

Klaus Rinnerberger, Chairman of the Supervisory Board

Member of the Board of Directors of Pierer Industrie AG, Wels, Austria, 59

Supervisory Board member since: 2021

Appointed until: 2027

Committee memberships

- Audit Committee (until 24 May 2022)
- Special Committee
- Mediation Committee pursuant to Section 27 (3) MitbestG (Chairman) (since 25 May 2022)
- Personnel Committee (Chairman) (since 25 May 2022)
- Nomination Committee (Chairman) (since 25 May 2022)
- Strategy Committee (since 25 May 2022)

Memberships of other statutory supervisory boards in Germany

- Chairman of the Supervisory Board of SHW AG, Aalen (not listed)*
- Chairman of the Supervisory Board of Schwäbische Hüttenwerke Automotive GmbH, Aalen (not listed)*

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

- Member of the Supervisory Board of Pierer Industrie AG, Wels, Austria (listed)*
- Deputy Chairman of the Supervisory Board of Pankl AG, Kapfenberg, Austria (not listed)*
- Member of the Supervisory Board of Pankl Racing Systems AG, Kapfenberg, Austria (not listed)*
- Chairman of the Advisory Board of Gartner KG, Edt bei Lambach, Austria (not listed)

The mandates marked with an asterisk (*) are mandates held at companies that form part of the group of Pierer Industrie AG.

In accordance with recommendation C.13 DCGK 2022, it is pointed out that Mr Rinnerberger is a member of the Board of Directors of Pierer Industrie AG. In a voting rights announcement on 21 February 2022, it was reported that Pierer Industrie AG now holds or is attributed a total of 20% of the voting rights in LEONI AG. In a voting rights announcement on 17 June 2022, it was reported that instead of Pierer Industrie AG, L1-Beteiligungs GmbH of Aalen, Germany now holds or is attributed a total of 20% of the voting rights in LEONI AG. Pierer Industrie AG and L1-Beteiligungs GmbH are both subsidiaries of Pierer Konzerngesellschaft mbH held by Mr Stefan Pierer. Accordingly, Pierer Industrie AG was and L1-Beteiligungs GmbH is a principal shareholder in LEONI AG within the meaning of recommendation C.13 DCGK 2022. In the Supervisory Board's opinion, Klaus Rinnerberger has no other personal or business relationship with the Company or the LEONI Group or the Company's corporate governance bodies that would require disclosure. In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. Pierer Industrie AG was and L1-Beteiligungs GmbH is furthermore a controlling shareholder within the meaning of recommendation C. 9 DCGK 2022, from which Klaus Rinnerberger is not independent.

Franz Spieß, Deputy Chairman of the Supervisory Board

First senior authorised signatory of the IG Metall trade union in Schwabach, 66

Supervisory Board member since:
2006

Appointed until:
2027

Committee memberships

- Mediation Committee pursuant to Section 27 (3) MitbestG
- Personnel Committee
- Audit Committee
- Special Committee

Memberships of other statutory supervisory boards in Germany

- Member of the Supervisory Board of Lear Corporation GmbH, Ginsheim-Gustavsburg (not listed)

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

None

This Supervisory Board member took on a supervisory board mandate at Lear Corporation GmbH during the financial year. In the Supervisory Board's opinion, Lear Corporation GmbH is not a significant competitor to LEONI AG within the meaning of recommendation C.12 DCGK 2022, Franz Spieß thereby being independent of key competitors.

Employee representative

Günther Apfalter

President of Magna Europe & Asia & Magna Steyr, Magna International Europe GmbH, 62

Supervisory Board member since:
2022

Appointed until:
2027

Committee memberships

- Strategy Committee (Chairman)

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

- Chairman of the Supervisory Board of Swarco AG, Wattens, Austria (not listed)
- Member of the Supervisory Board of Magna Steyr Fahrzeugtechnik AG, Graz, Austria (not listed)*
- Member of the Supervisory Board of Magna Powertrain GmbH, Lannach, Austria (not listed)*

The mandates marked with an asterisk (*) are mandates held at companies that form part of the group of Magna Steyr AG.

The LEONI Group maintains business relationships with the Magna Group. In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. He has no other personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Günther Apfalter is furthermore independent from controlling shareholders.

Mark Dischner

Chairman of the General Works Council of LEONI AG, 49

Supervisory Board member since:
2017

Appointed until:
2027

Committee memberships

- Personnel Committee
- Special Committee

Memberships of other statutory supervisory boards in Germany

- Member of the Administrative Board of Sparkasse Mittelfranken-Süd (not listed)

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

None

Employee representative

Carolin Geist

Political secretary, 32

Supervisory Board member since:
2022

Appointed until:
2027

Committee memberships

- Strategy Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

None

Employee representative

Tom Graf

CEO of the Huf Group, 67

Supervisory Board member since:
2022

Appointed until:
2027

Committee memberships

- Strategy Committee
- Special Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

None

In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member has no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Tom Graf is furthermore independent from controlling shareholders.

Martin Hering

Works council chairman at LEONI Bordnetz-Systeme GmbH Kitzingen, Germany, 43

Supervisory Board member since:
2021

Appointed until:
2027

Committee memberships

- Strategy Committee
- Special Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

None

Employee representative

Sina Maier

Technical procurement clerk, 25

Supervisory Board member since:
2022

Appointed until:
2027

Committee memberships

- Mediation Committee pursuant to Section 27 (3) MitbestG
- Strategy Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

None

Employee representative

Continuation of the composition of the Supervisory Board

Dr Ulla Reisch

Partner in Urbanek Lind Schmied Reisch Rechtsanwälte OG (law firm), 54

Supervisory Board member since: 2022

Appointed until: 2027

Committee memberships

- Special Committee (Chairwoman)
- Nomination Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

- Member of the Supervisory Board of Rath AG, Vienna, Austria (listed)
- Deputy Chair of the Supervisory Board of Austro Holding GmbH, Vienna, Austria (not listed)

In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member has no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Dr Ulla Reisch is furthermore independent from controlling shareholders.

Karin Sonnenmoser

Freelance consultant as well as supervisory and advisory board member in various companies, 53

Supervisory Board member since: 2022

Appointed until: 2027

Committee memberships

- Mediation Committee pursuant to Section 27 (3) MitbestG
- Audit Committee
- Nomination Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

- Member of the Administrative Board and member of the Audit Committee of u-blox AG, Thalwil, Switzerland (listed)
- Member of the Supervisory Board of Innio Jenbach GmbH & Co OG, Austria (not listed)

In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member has no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Karin Sonnenmoser is furthermore independent from controlling shareholders.

Klaus Wolff

Head of Development Support, LEONI Bordnetz-Systeme GmbH, 55

Supervisory Board member since: 26 September 2022

Appointed until: 2027

Committee memberships

- Audit Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

None

Employee representative

Dr Lorenz Zwingmann

Former CFO; freelance consultant as well as supervisory and advisory board member in various companies, 58

Supervisory Board member since: 2022

Appointed until: 2027

Committee memberships

- Audit Committee (Chairman)
- Personnel Committee

Memberships of other statutory supervisory boards in Germany

- Chairman of the Supervisory Board of Rudolf Bunte Beteiligungs SE, Papenburg (not listed)

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

- Member of the Supervisory Board and Chairman of the Audit Committee of Benteler International AG, Salzburg, Austria (not listed)

In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member has no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Dr Lorenz Zwingmann is furthermore independent from controlling shareholders.

The following members of the Supervisory Board left the Board during the year under report:

Dr Klaus Probst, Chairman of the Supervisory Board

Former CEO of LEONI AG, retired, 69

Supervisory Board member since: 2017

Resigned effective: 24 May 2022

Committee memberships

- Mediation Committee pursuant to Section 27 (3) MitbestG (Chairman)
- Personnel Committee (Chairman)
- Nomination Committee (Chairman)
- Strategy Committee
- Special Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

- Chairman of the Advisory Board of DIEHL Stiftung & Co. KG, Nuremberg (not listed)
- Chairman of the Advisory Board of Richard Bergner Holding GmbH & Co. KG, Schwabach (not listed)

In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member had no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Dr Klaus Probst was furthermore independent from controlling shareholders.

Dr Elisabetta Castiglioni

CEO of A1 Digital International GmbH & A1 Digital Deutschland GmbH, Vienna/Munich, 58

Supervisory Board member since: 2017

Resigned effective: 24 May 2022

Committee memberships

- Nomination Committee
- Strategy Committee

Memberships of other statutory supervisory boards in Germany

None

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

- Member of the Supervisory Board of A1 Telekom Austria AG, Austria (not listed)

In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member had no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Dr Elisabetta Castiglioni was furthermore independent from controlling shareholders.

Wolfgang Dehen

Former CEO of Osram Licht AG, retired, 69

Supervisory Board member since: 2017

Resigned effective: 24 May 2022

Committee memberships

- Personnel Committee
- Strategy Committee (Chairman)
- Special Committee (Chairman)

Memberships of other statutory supervisory boards in Germany

- Chairman of the Supervisory Board of TÜV SÜD AG, Munich (not listed)
- Chairman of the Supervisory Board of Apleona GmbH, Neu-Isenburg (not listed)

Memberships of comparable domestic and foreign corporate governance bodies of business enterprises

- Member of the Supervisory Board of Bridgestone Europe (EMIA) NV/SA, Belgium (not listed)
- Member of the Advisory Board of Huf KG, Velbert, Germany (not listed)

In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member had no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Wolfgang Dehen was furthermore independent from controlling shareholders.

Continuation of the composition of the Supervisory Board

Janine Heide

Secretary of the IG Metall trade union, Offenbach office, 39	Committee memberships None
Supervisory Board member since: 2019	Memberships of other statutory supervisory boards in Germany None
Resigned effective: 24 May 2022	Memberships of comparable domestic and foreign corporate governance bodies of business enterprises None Employee representative

Karl-Heinz Lach

Works council chairman at LEONI Kerpen GmbH, Stolberg, 64	Committee memberships • Strategy Committee
Supervisory Board member since: 2017	Memberships of other statutory supervisory boards in Germany None
Resigned effective: 24 May 2022	Memberships of comparable domestic and foreign corporate governance bodies of business enterprises None Employee representative

Richard Paglia

Senior Vice President Global Purchasing Wire & Cable Solutions Division, LEONI Kabel GmbH, 56	Committee memberships • Audit Committee • Strategy Committee • Special Committee
Supervisory Board member since: 2012	Memberships of other statutory supervisory boards in Germany None
Resigned effective: 24 May 2022	Memberships of comparable domestic and foreign corporate governance bodies of business enterprises None Employee representative

Angela Rappi

Senior Vice President, Head of Tax, Customs and Foreign Trade, GEA Group AG, 59	Committee memberships • Audit Committee
Supervisory Board member since: 2022	Memberships of other statutory supervisory boards in Germany None
Resigned effective: 25 September 2022	Memberships of comparable domestic and foreign corporate governance bodies of business enterprises None Employee representative

Prof. Dr Christian Rödl

Lawyer, tax consultant, Managing Partner at Rödl & Partner, 54	Committee memberships • Audit Committee (Chairman)
Supervisory Board member since: 2015	Memberships of other statutory supervisory boards in Germany • Member of the Supervisory Board of Concentro Management AG, Nuremberg (not listed)
Resigned effective: 24 May 2022	Memberships of comparable domestic and foreign corporate governance bodies of business enterprises • Chairman of the Board of Shareholders of UVEX Winter Holding GmbH & Co. KG, Fürth, Germany (not listed) • Member of the Advisory Board of Deutsche Bank AG, Bavaria (listed)
In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member had no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Dr Christian Rödl was furthermore independent from controlling shareholders.	

Regine Stachelhaus

Independent entrepreneur, 67	Committee memberships • Mediation Committee pursuant to Section 27 (3) MitbestG • Nomination Committee
Supervisory Board member since: 2019	Memberships of other statutory supervisory boards in Germany • until Feb 2022: Member of the Supervisory Board of Ceconomy AG, Düsseldorf (listed) • Member of the Supervisory Board of COVESTRO AG and COVESTRO Deutschland AG, Leverkusen (listed) • Member of the Supervisory Board of SPIE Deutschland & Zentraleuropa GmbH, Ratingen (not listed)
Resigned effective: 24 May 2022	Memberships of comparable domestic and foreign corporate governance bodies of business enterprises • Member of the Supervisory Board of SPIE SA, France (listed)
In the Supervisory Board's opinion, this Supervisory Board member is independent from the Company and its Executive Board. The member had no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest. Regine Stachelhaus was furthermore independent from controlling shareholders.	

Inge Zellermaier

Paramedic, 59	Committee memberships • Mediation Committee pursuant to Section 27 (3) MitbestG
Supervisory Board member since: 2017	Memberships of other statutory supervisory boards in Germany • Strategy Committee
Resigned effective: 24 May 2022	Memberships of comparable domestic and foreign corporate governance bodies of business enterprises None Employee representative

b) Responsibilities and procedures of the Supervisory Board

The Supervisory Board of LEONI AG monitors and advises the Executive Board on the management of the Company. Its work is governed by applicable law, the Articles of Association, the DCGK 2022 and the rules of procedure. The respective current rules of procedure for the Supervisory Board are available on the website of LEONI AG at » www.leoni.com/en/investor-relations/corporate-governance/. There were no changes to the Supervisory Board's rules of procedure in the 2022 financial year.

The Supervisory Board regularly reviews the efficiency of its work. In the past financial year, the Board held an executive session on 8 November 2022. At that meeting – without the Executive Board being present – the Supervisory Board discussed the findings of the efficiency audit, which had been conducted in the form of a self-evaluation by questionnaire. The outcome was that the Supervisory Board will continue to attach importance to its ongoing upskilling and to pursue the goal of further enhancing the expertise on the Board with respect to the issues of the future for LEONI – e.g., in the areas of ESG and digitalization.

While considering the pandemic-related hygiene requirements persisting into the 2022 financial year, we were able, in addition to the virtual or hybrid meetings and the in-person meetings at the Company's head office, to hold an ordinary meeting and, on the following day, the strategy meeting at another facility in Germany. A two-day meeting was furthermore held at a production facility outside Germany in September. More details on the Supervisory Board's work and, in particular, on the number of meetings and the key issues discussed, are set out in the Supervisory Board report.

The Supervisory Board also critically reflected on its competence profile and, as a consequence, partly amended it. The competence profile of the Supervisory Board includes the criterion of the independence of Supervisory Board members that is aimed at avoiding conflicts of interest » www.leoni.com/en/investor-relations/corporate-governance/. More details can be found in the section headed 'Diversity concept' below. A description of the conflicts of interest that arose in the 2022 financial year and how they were handled is contained in the Supervisory Board report.

In addition, the Chairman of the Supervisory Board takes part, in an appropriate scope and in close coordination with the Executive Board, in meetings with investors where those meetings relate to the work and responsibilities of the Supervisory Board.

c) Supervisory Board committees

To increase the efficiency of the Supervisory Board's work, the following committees are in place, all of which, except for the Nomination Committee and the Mediation Committee, met regularly during the year under report: the Audit Committee, the Personnel Committee, the Nomination Committee, the Mediation Committee, the Special Committee and the Strategy Committee. The respective committee chairpersons report on the committees' work during the Supervisory Board meetings. The Purchase Offer Ad Hoc Committee established in the 2021 financial year was, by a resolution of 1 February 2022, formally dissolved retroactive to 31 December 2021.

The **Audit Committee's** task is to discuss and review in advance the annual financial statements, the consolidated financial state-

ments, the management report, the combined management report and the report of the Executive Board on relations with affiliated companies (dependency report), as well as the Executive Board's dividend proposal. The Audit Committee furthermore discusses the half-year and any quarterly financial reports with the Executive Board. The Audit Committee deals with matters concerning accounting and compliance, risk management and internal auditing, as well as with the Internal Control System, including testing the effectiveness of the systems and measures that are in place in each case. It prepares the Supervisory Board's proposal to the shareholders at the Annual General Meeting regarding the nomination of the auditor and submits its reasoned recommendation on this nomination to the Supervisory Board. The Supervisory Board furthermore verifies the independence of the auditor and obtains the corresponding statement of independence. It instructs the auditor to perform the audit and agrees on the fees with said auditor, determines the focal areas of the audit and monitors the audit.

The Audit Committee meets at least four times a year. In the 2022 reporting year, the Audit Committee convened for four ordinary meetings and one extraordinary meeting. The Audit Committee consists of four members – two shareholder representatives and two employee representatives – to be elected by the Supervisory Board, one of whom the Supervisory Board appoints as chair. As at 31 December 2022, the members of the Audit Committee were Dr Lorenz Zwingmann (Chairman), Karin Sonnenmoser, Franz Spieß and Klaus Wolff.

The Audit Committee's Chairman, Dr Lorenz Zwingmann, is inde-

pendent, is not also the Chairman of the Supervisory Board and has at no point in time been a member of the Executive Board of LEONI AG. In accordance with the requirements of Section 107 (4) sentence 3 in conjunction with Section 100 (5) sentence 1 AktG, both the Chairman of the Audit Committee, Dr Lorenz Zwingmann, and Karin Sonnenmoser have expert knowledge in the fields of accounting and auditing (two independent financial experts). According to recommendation D.3 of the DCGK 2022, the expert knowledge in the field of accounting should in particular cover knowledge and experience in applying accounting principles as well as internal control and risk management systems, while the expert knowledge in the field of auditing should especially include knowledge and experience in auditing financial statements. Accounting and auditing also include sustainability reporting and its review. Dr Lorenz Zwingmann as Chairman of the Audit Committee and Ms Sonnenmoser worked, among other positions, as chief financial officers at various companies and have many years of experience as audit committee chairs and members and as independent consultants and thereby both command the required expertise in the aforementioned fields. Further information on the content of the meetings can be found in the Supervisory Board report.

The **Personnel Committee's** main tasks are to advise on the appointment and removal of the members of the Executive Board, the compensation system for the members of the Executive Board and the principal elements of the service contracts of the members of the Executive Board. It furthermore decides, among other things, on its consent for sideline work of Executive Board members as well as contracts with Supervisory Board members in

accordance with Section 114 AktG. The committee meets at least twice a year. In 2022, the year under report, the Personnel Committee convened for a total of seven meetings.

Alongside the chair of the Supervisory Board as Committee chairperson, the Personnel Committee comprises the deputy of the Supervisory Board's chair and one Supervisory Board member, each to be elected on the proposal of the shareholder representatives and the employee representatives. As at 31 December 2022, the members of the Personnel Committee were Klaus Rinnerberger (Chairman), Mark Dischner, Franz Spieß and Dr Lorenz Zwingmann. Further information on the content of the meetings can be found in the Supervisory Board report.

The **Nomination Committee's** task is to make recommendations to the Supervisory Board for its proposals to the shareholders at the Annual General Meeting of suitable candidates to be elected to the Supervisory Board to represent the shareholders. The suitability of a candidate is judged based on the competence profile prepared by the entire Supervisory Board, the targets concerning the Board's composition (taking into account the applicable statutory requirements), the diversity concept and a questionnaire. In 2022, the year under report, the Nomination Committee convened for a total of two meetings.

In addition to the Supervisory Board Chairman, who also chairs the Committee, the Nomination Committee has two further members, who are elected by the shareholder representatives. When appointing members to the Committee, the Supervisory Board furthermore ensures a well-balanced representation of

both women and men. As at 31 December 2022, the members of the Nomination Committee were Klaus Rinnerberger (Chairman), Dr Ulla Reisch and Karin Sonnenmoser. Further information on the content of the meetings held can be found in the Supervisory Board report.

To perform the duties set out in Section 31 (3), sentence 1 MitbestG, the Supervisory Board has formed a **Mediation Committee** pursuant to Section 27 (3) MitbestG, which consists of the chair of the Supervisory Board as Committee chair, his or her deputy and one member, each elected by the members representing the employees and the members representing the shareholders by a majority of the votes cast. The Mediation Committee did not meet in the financial year. As at 31 December 2022, the members of the Mediation Committee were Klaus Rinnerberger (Chairman), Sina Maier, Karin Sonnenmoser and Franz Spieß.

The **Strategy Committee** deals in an advisory and preparatory capacity with the corporate strategy. Its principal tasks comprise advising the Executive Board on the Company's strategic development and matters involving the corporate strategy and projects of strategic relevance, as well as preparing strategy meetings and decisions of the Supervisory Board on matters requiring consent concerning acquisitions, capital expenditure, organisational changes and restructuring. The committee convenes at least twice each calendar year, in addition to the Supervisory Board's annual strategy meeting. In 2022, the year under report, the Strategy Committee convened for two meetings.

The Strategy Committee comprises three members each of the shareholder representatives and the employee representatives, all of whom are to be elected by the Supervisory Board. As at 31 December 2022, the members of the Strategy Committee were Günther Apfalter (Chairman), Carolin Geist, Tom Graf, Martin Hering, Sina Maier and Klaus Rinnerberger. The Committee's Chairman, Günther Apfalter, has, as Executive Officer of a group operating internationally, the necessary expertise in the area of strategic decision-making, especially so in the automotive sector. Further information on the content of the meetings can be found in the Supervisory Board report.

The **Special Committee's** task is to advise the Executive Board with regard to the ongoing work in connection with the refinancing of LEONI AG and of its Group and to monitor the asset and liquidity situation, including monitoring the measures initiated by the Executive Board in that respect. The Special Committee works closely with the Executive Board. The Executive Board reports regularly to the Special Committee on the current financial, asset and liquidity situation. In the year under report, the Special Committee's total of 26 meetings were normally held two to three times per month together with the members of the Executive Board.

The Special Committee is subject to the principle of equal representation and consists of six members. As at 31 December 2022, the members of the Special Committee were Dr Ulla Reisch (Chairwoman), Mark Dischner, Tom Graf, Martin Hering, Klaus Rinnerberger and Franz Spieß. Dr Ulla Reisch was chosen as Chair of the committee based on her many years of experience and

expertise in restructuring. Further information on the content of the meetings can be found in the Supervisory Board report.

Further information on the focal areas of the committees' work during the 2022 financial year can be found in the Supervisory Board report.

3. Shares held by members of the Executive Board and the Supervisory Board

All members of the Executive Board and the Supervisory Board and the persons closely associated with them are obliged pursuant to Article 19 of the European Market Abuse Regulation (Regulation (EU) No 596/2014) to promptly disclose, under certain conditions, any transactions in shares of LEONI AG or in any derivatives or any other financial instruments linked thereto. A list of the transactions that were reported can be found on the website of LEONI AG at » www.leoni.com/en/investor-relations/corporate-governance/directors-dealings.

V. Information on the representation of both sexes on the Executive Board and the Supervisory Board and at the top management levels at LEONI AG

1. Representation of both sexes on the Executive Board

According to the German Stock Corporation Act in its version of the German Second Leadership Positions Act (Zweites Führungspositionen-Gesetz, 'FüPoG II') in force since 12 August 2021, at least one woman and at least one man must be members of the Executive Board (minimum participation requirement), Section 76 (3a) AktG, if the Executive Board consists of more than three members. This has been the case at LEONI AG since 1 February 2022. The minimum participation requirement was taken into account in the respective constellations of the Executive Board's composition. In the months of February and March 2022, the Executive Board consisted of Aldo Kamper (Chairman), Ingrid Jägering, Dr Ursula Biernert and Ingo Spengler. Effective 1 April 2022, Dr Harald Nippel succeeded Ingrid Jägering, meaning that the statutory minimum participation requirement was observed throughout the 2022 financial year. As Section 76 (3a) AktG has applied to LEONI AG since 1 February 2022, the obligation to set target quotas for the Executive Board pursuant to Section 111 (5) sentence 9 AktG is no longer applicable.

Previously, the Supervisory Board had, according to Section 111 (5) sentence 1 AktG, set the target for the Executive Board of LEONI AG of reaching a 15% proportion of women by 30 June 2022. Until

this obligation to set a target quota lapsed on 1 February 2022, this requirement was exceeded during the financial year (50%).

2. Stipulations regarding the two management levels below the Executive Board

Pursuant to Section 76 (4) AktG, the Executive Board furthermore stipulates target values for the percentage of women working in positions at the first and second management levels below the Executive Board. In setting its target minimum percentages for the Executive Board and the two management levels below the Executive Board, LEONI AG, as a technology-focused company, has taken into account industry-specific circumstances and the current percentage of women among its staff.

For the next two management levels below the Executive Board, the Executive Board decided on 30 June 2017 to set the target minimum percentage of women to be met by 30 June 2022 at 15 percent for both levels.

Pursuant to the current definition of the higher management levels, ten women were employed on the first management level below the Executive Board and three women on the level below that as at 31 December 2022. The proportion of women on this level therefore stood at 30%, the 15% target thus having been exceeded.

Among a total of 22 managers on the second management level below the Executive Board there were eight women on 30 June

2022. The proportion of women on this level stood at 36.4% and thus likewise exceeded the 15% target.

In February 2023, the Executive Board set new target quotas for both of the management levels below the Executive Board of 30% each to be reached by 30 June 2027.

3. Information regarding the achievement of the minimum percentages set forth in Section 96 (2) sentence 1 AktG with regard to the Supervisory Board

In accordance with Section 96 (2) sentence 1 AktG, at least 30 percent of the members of the Supervisory Board of LEONI AG are women and at least 30 percent of the members are men. Both the shareholder representatives and the employee representatives on the Supervisory Board have objected to joint fulfilment of these minimum percentages. Therefore, the minimum percentage needs to be achieved both as regards the shareholder representatives and as regards the employee representatives. As the Supervisory Board has a total of twelve members, there must accordingly be at least two men and two women each among the shareholder representatives and the employee representatives.

At the beginning of the 2022 financial year, the Supervisory Board had four female members, two among the shareholder representatives and two among the employee representatives, and eight male members. Following the elections to the Supervisory at the Annual General Meeting on 24 May 2022, the membership broke down to five women, two on the shareholder side and three on

the employee side, as well as seven men. Due to Angela Rappi's departure as employee representative effective 25 September 2022 and the subsequent appointment of Klaus Wolff, the breakdown changed again to the extent that the Supervisory Board had four women, two each on the shareholder side and the employee side, and eight men as members.

The minimum percentage requirement pursuant to Section 96 (2) sentence 1 AktG is thereby fulfilled.

VI. Diversity on the Executive Board and the Supervisory Board of LEONI AG

LEONI considers diversity to be key factor of success for the Company's future viability. Living diversity is a strategic factor of success. Different career and educational backgrounds facilitate the fulfilment of duties and obligations in accordance with the statutory requirements, the provisions of the Company's Articles of Association and the rules of procedure. Increasing internationalisation requires LEONI AG to lead teams reflecting diversity. Without this capability and experience, it would be impossible to take appropriate account of different cultural backgrounds within the Group. Maintaining a balanced age structure ensures a regular introduction of leadership talent and simultaneously ensures that knowledge, as well as work and life experience, are retained for as long as possible in the Company's best interest. Gender diversity is, in turn, reflected in the consistent continuation of the initiatives launched by the Executive Board to increase the number of women in management positions. LEONI AG's activities aim at

raising awareness of gender diversity, in particular among managers, but also among the staff by way of mentoring programmes, e-learning courses and targeted training schemes.

1. Diversity concept for the composition of the Executive Board and long-term succession planning

a) Competence profile and diversity concept

Requirements regarding the requisite qualifications and a diversity concept were prepared for the composition of the Executive Board that are intended to serve as a guideline for future appointments. Together, these two sets of rules provide the following guidelines to be adhered to by the Executive Board when appointing its members:

- diversity in terms of cultural and regional origins as well as religion;
- experience in the global corporate environment as well as knowledge of the regions and markets of importance to LEONI AG;
- experience with disruptive market developments;
- a variety of career backgrounds, experience and mindsets;
- equal consideration of external and internal candidates in selecting potential members;
- a balanced age structure within set parameters for a standard retirement age at the time of appointment (currently at 65 years of age).

b) Implementation of the diversity concept for the Executive Board in the past financial year and long-term succession planning

Implementation of the concept is ensured to a material extent by

involving the Supervisory Board in the strategic, financial and current affairs of the Company and of its organisation, as provided for by statutory requirements, the provisions of the Articles of Association and the rules of procedure. The allocation of responsibilities, the appointment and the succession planning for the Executive Board are part of the Supervisory Board's duties.

The Executive Board reports regularly during the Supervisory Board's meetings on diversity issues as well as the development and potential of managers within the Group, in so doing bearing in mind the 'NextGen WSD' programme that has been implemented. The aforementioned criteria are furthermore taken into account by the Personnel Committee and the Supervisory Board when making decisions regarding internal or external candidates to be appointed to the Executive Board. In addition, when filling positions on the first management level below the Executive Board, which is subject to the Personnel Committee's consent, both the Executive Board and the Supervisory Board take care to comply with the aforementioned criteria.

Implementation of the above-mentioned criteria is further ensured in the following ways, which are also a means to promote long-term succession planning within the LEONI Group:

- reporting on personnel and succession planning for the Executive Board and the first management level, including step-in solutions (emergency plan) and personnel planning geared to the Group's strategy;
- scanning of the market for suitable candidates for the Executive Board as well as the first and second management levels

with the involvement of experienced recruitment consultants conducting targeted searches for managers who meet the above criteria;

- promoting in-house employees for the first and second management levels, while considering knowledge, experience and diversity aspects to promote in-house candidates for future appointments to Executive Board positions.

In the opinion of the Supervisory Board and Executive Board, the measures initiated are suitable for appropriately accounting for the diversity aspect at an early stage of the staff selection and promotion process in the future as well as for embedding an appropriate structure with respect to experience and age on the Executive Board. In particular with regard to the extended composition of the Executive Board as at 1 February 2022, the members of the Executive Board cover all areas of competence that are essential for LEONI AG with their many years of experience and their broad knowledge. Their international background provides optimum conditions for the multinational business of LEONI AG.

2. Diversity concept for the composition of the Supervisory Board

a) Diversity criteria integrated into the competence profile

The Supervisory Board has established a competence profile to ensure qualified supervision and advice for the Executive Board. The profile emphasises the level of independence, integrity, commitment and professionalism that is expected of all Supervisory Board members and is thoroughly reviewed and updated on a continual basis. Moreover, the Supervisory Board is of the opinion

that the diversity concept integrated into the competence profile ensures that different societal groups and stakeholders of LEONI AG are represented. The latest version of the competence profile is available at » www.leoni.com/en/investor-relations/corporate-governance/.

The candidates who are proposed for election as Supervisory Board members shall be able, based on their experience, expert knowledge and personality, to perform in a profitable manner the duties of a supervisory board member of a group that operates internationally and also to represent the group well in dealings with third parties. Supervisory Board members shall be able to devote sufficient time to performing the duties associated with their mandate so that they are able to do so with due regularity and diligence.

The objective pursued is that the Supervisory Board as a whole combines all the knowledge and experience needed to execute its tasks – this applies, in particular, to the knowledge and experience that is important to LEONI AG. The following professional competencies are covered by the Supervisory Board – in each case by at least one member – with regard to specific expert knowledge:

- management / leadership
- human resources / new work / transformation
- business development and corporate organisation / M&A transactions
- restructuring and crisis management expertise
- industry and sector knowledge in the LEONI business areas

- new technologies, products and services (including mobility of the future, electrification)
- operations and operative excellence
- transformation of processes (including automation, process optimisation and redesign)
- legal / compliance / corporate governance
- accounting
- auditing
- (re-)financing / liquidity / capital market
- digitalization / IT / software
- ESG / sustainability (especially with respect to LEONI)

At least one member of the Supervisory Board shall have expertise in the field of accounting, and at least one other member shall have expertise in the field of auditing, as well as particular knowledge and experience with regard to internal controlling procedures.

In the event of an impending new appointment to the Board, it must be reviewed which of the knowledge criteria listed above are to be enhanced on the Supervisory Board.

The aim of the diversity criteria integrated into the competence profile is to have a sufficient degree of diversity on the Supervisory Board that goes beyond professional qualification to be able to successfully perform tasks in an international setting and in mixed-gender teams. These criteria are also intended to serve as a guiding principle for the Company as a whole. Considering consistency and renewal with respect to (impending) appointments should contribute to sustainability and add fresh impetus. Diversity criteria include the following:

- appropriate consideration of women as members of the Supervisory Board and its committees;
- experience in the global corporate environment as well as knowledge of the regions and markets of importance to LEONI Group on an international level;
- a variety of career backgrounds, national origins, experience and mindset;
- a balanced age structure within set parameters for a standard retirement age at the time of appointment (currently at 70 years of age; maximum membership of 15 years).

The aim is to ensure that the diversity aspect is taken into account at an early stage of the selection process and that the Supervisory Board reflects an appropriate structure in terms of experience and age.

Furthermore, the competence profile provides for the criterion of the independence of the Supervisory Board, which is ensured as follows:

- An appropriate number (= at least two) of the shareholder representatives shall be independent within the meaning of the DCGK 2022. In particular, they are not to have any personal or business relationship with LEONI AG, its corporate bodies, any controlling shareholders or companies affiliated with the latter that may cause a substantial and not merely temporary conflict of interest.
- Conflicts of interest shall be avoided, for example, by ensuring that no directorships or similar positions are held or advisory tasks are exercised for key competitors of LEONI AG.

- The Supervisory Board shall not include more than two former members of the Executive Board of LEONI AG.

b) Manner and status of implementation of the competence profile; evaluation

In elections of new members of the Supervisory Board to act as shareholder representatives, the Nomination Committee takes the competence profile into account in its work. The election of the employee representatives in accordance with the provisions of the MitbestG also contributes to having a diversity of career backgrounds.

In addition, the Supervisory Board is of the opinion that the following factors are key in ensuring diversity and the appropriate qualifications in terms of the expertise of the Supervisory Board members:

- scanning the market for suitable Supervisory Board candidates with the involvement of experienced recruitment consultants;
- sharing information with the Executive Board and management levels with respect to diversity (regular reporting at Supervisory Board meetings);
- onboarding programme for new members of the Supervisory Board;
- regular evaluation of the Supervisory Board's work.

The Supervisory Board performs regular evaluations of its work by using a questionnaire that has been created specifically for this evaluation and by discussing the findings at its executive sessions. One aspect of this evaluation is to detect any areas where

the Supervisory Board members feel there are shortcomings in the composition of the Supervisory Board and, if necessary, to amend the competence profile accordingly. The evaluation performed in the year under report showed that the Supervisory Board members considered some minor adjustments to the existing competence profile to be necessary. More details on the findings of the evaluation in the 2022 financial year are set out under 'Responsibilities and procedures of the Supervisory Board' above.

Currently, the Supervisory Board of LEONI AG consists of members who fulfil the requirements as set out in the competence profile. The Supervisory Board members are collectively familiar with the sector in which LEONI AG operates. The degree of diversity deemed to be sufficient under the targets set for the composition of the Supervisory Board regarding differing career backgrounds, professional expertise and experience has also been achieved. The Supervisory Board members' curricula vitae that are published at [» www.leoni.com/en/company/management/supervisory-board/](https://www.leoni.com/en/company/management/supervisory-board/) and updated regularly show the diversity of the career and educational backgrounds of the individual Board members.

Moreover, no member of the Supervisory Board was older than 70 years when elected or has been a Board member representing the shareholders for more than 15 years.

In the year under report, there were controlling shareholders within the meaning of recommendation C.9 DCGK 2022 with Pierer Industrie AG and the transfer of voting rights it held or was allocated to L1-Beteiligungs GmbH, cf. voting rights announcements

of 21 February 2022 and of 17 June 2022. The Supervisory Board is of the opinion that all shareholder representatives, with the exception of Klaus Rinnerberger, who should be treated as not independent, are independent within the meaning of the DCGK 2022, the Supervisory Board thereby also having an appropriate number of independent members. In particular, these members have no personal or business relationship with LEONI AG, its corporate bodies or companies affiliated with the latter that may cause a substantial and not merely temporary conflict of interest. Nor do the Supervisory Board members hold directorships or similar positions or perform advisory tasks for key competitors of the LEONI Group. Additionally, reference is made to the information provided in the section 'Composition of the Supervisory Board'.

c) Qualification matrix

The status of implementing the competence profile is presented in the qualification matrix below:

Qualification matrix of the Supervisory Board of LEONI AG – Shareholder representatives

	Klaus Rinnerberger (Chairman)	Günther Apfalter	Tom Graf	Dr Ulla Reisch	Karin Sonnenmoser	Dr Lorenz Zwingmann
Personal prerequisites						
- Member of the Supervisory Board since	19/05/2021	24/05/2022	24/05/2022	24/05/2022	24/05/2022	24/05/2022
- Independence according to DCGK 2022		✓	✓	✓	✓	✓
- No "Overboarding" according to DCGK 2022	✓	✓	✓	✓	✓	✓
Diversity						
- Date of birth	02/03/1964	21/08/1960	20/02/1956	22/04/1968	08/10/1969	16/09/1964
- Gender	Male	Male	Male	Female	Female	Male
- Nationality	Austrian	Austrian	German	Austrian	German	German
- International professional experience	✓	✓	✓	✓	✓	✓
- Experience from advisory or supervisory board work of other companies	✓	✓	✓	✓	✓	✓
Professional competencies						
Product / Technology / Markets						
- Industry and sector knowledge in the LEONI business areas	✓	✓	✓	✓	✓	✓
- New technologies, products and services	✓	✓				
- Operations & operative excellence	✓	✓	✓			✓
- Transformation of processes	✓	✓	✓		✓	✓
Finance / Audit						
- Legal / compliance / corporate governance	✓	✓		✓	✓	✓
- Accounting	✓	✓		✓	✓	✓
- Auditing	✓			✓	✓	✓
- (Re-)financing / Liquidity / capital market	✓	✓	✓	✓	✓	✓
- Finance expert according to Section 100 (5) AktG and recommendation D.3 DCGK 2022	✓				✓	✓
Leadership / Strategy						
- Management / Leadership	✓	✓	✓	✓	✓	✓
- Human Resources / new work / transformation	✓	✓	✓	✓		✓
- Business development and corporate organisation / M&A transactions	✓	✓	✓	✓	✓	✓
- Restructuring and crisis competence	✓	✓	✓	✓	✓	✓
IT / ESG						
- Digitalisation / IT / Software	✓		✓		✓	✓
- ESG / sustainability (especially related to LEONI)	✓	✓		✓	✓	✓

✓ Criterion met, based on a self-assessment by the Supervisory Board. This means at least „good knowledge“ and thus the ability to comprehend relevant facts and make well-founded decisions on the basis of existing qualifications and professional skills within the scope of Supervisory Board work for LEONI AG

Qualification matrix of the Supervisory Board of LEONI AG – Employee representatives

	Franz Spieß (Deputy Chairman)	Mark Dischner	Carolin Geist	Martin Hering	Sina Maier	Klaus Wolff
Personal prerequisites						
- Member of the Supervisory Board since	04/10/2006	11/05/2017	24/05/2022	24/05/2022	24/05/2022	26/09/2022
- No "Overboarding" according to DCGK 2022	✓	✓	✓	✓	✓	✓
Diversity						
- Date of birth	25/01/1957	22/12/1973	03/07/1990	05/07/1979	29/11/1997	02/05/1967
- Gender	Male	Male	Female	Male	Female	Male
- Nationality	German	German	German	German	German	German
- International professional experience	✓	✓		✓		✓
- Experience from advisory or supervisory board work of other companies	✓	✓				✓
Professional competencies						
Product / Technology / Markets						
- Industry and sector knowledge in the LEONI business areas	✓	✓	✓	✓	✓	✓
- New technologies, products and services	✓				✓	✓
- Operations & operative excellence	✓	✓		✓	✓	✓
- Transformation of processes	✓	✓		✓	✓	✓
Finance / Audit						
- Legal / compliance / corporate governance	✓	✓		✓	✓	✓
- Accounting	✓					✓
- Auditing	✓					✓
- (Re-)financing / Liquidity / capital market						✓
- Finance expert according to Section 100 (5) AktG and recommendation D.3 DCGK 2022						✓
Leadership / Strategy						
- Management / Leadership	✓	✓		✓		✓
- Human Resources / new work / transformation	✓	✓	✓	✓	✓	✓
- Business development and corporate organisation / M&A transactions	✓					✓
- Restructuring and crisis competence	✓	✓		✓		✓
IT / ESG						
- Digitalisation / IT / Software	✓				✓	
- ESG / sustainability (especially related to LEONI)	✓	✓		✓		✓

✓ Criterion met, based on a self-assessment by the Supervisory Board. This means at least „good knowledge“ and thus the ability to comprehend relevant facts and make well-founded decisions on the basis of existing qualifications and professional skills within the scope of Supervisory Board work for LEONI AG