

Corporate Governance Declaration in accordance with Section 289f of the German Commercial Code

Declaration of compliance in accordance with Section 161 AktG

The Executive Board and the Supervisory Board hereby declare that IVU Traffic Technologies AG will comply with the regulations and recommendations of the German Corporate Governance Code in the current version of 28th April 2022 published by the Federal Ministry of Justice in the official section of the Federal Gazette ("Bundesanzeiger") on June 27th 2022 with the exceptions listed below.

Furthermore, the Managing Board and Supervisory Board declare that since the last Declaration of Conformity was issued on 15th February 2022, IVU Traffic Technologies AG has complied with all regulations and recommendations of the version of the German Corporate Governance Code dated 16th December 2019 published by the Federal Ministry of Justice in the official section of the Federal Gazette ("Bundesanzeiger") on 20th March 2020 and, since their publication in the Federal Gazette, the version dated 28th April 2022 with the exceptions listed below.

B.5 Age limit for Executive Board members

The Supervisory Board has not defined an age limit for members of the Executive Board. The company does not see any reason to stipulate an age limit for the Executive Board, as the expertise of experienced Executive Board members should be available to the company and exclusion from the Executive Board solely on grounds of age does not seem appropriate.

C.2 Age limit for Supervisory Board members

The company dispenses with the definition of an age limit for the Supervisory Board, as the expertise of experienced Supervisory Board members should be available to the company and exclusion from the Executive Board solely on grounds of age does not seem appropriate.

F.2 Interim financial information

The Code recommends that the mandatory interim financial information be made publicly accessible within 45 days from the end of the period under review. In order to ensure proper financial reporting and in particular sufficient time for the Supervisory Board to review the information, the company departs slightly from the recommendation of the Code.

Berlin, 15th February 2023

For the Executive Board
Martin Müller-Elschner

For the Supervisory Board
Prof. Dr. Herbert Sonntag

Corporate governance information

Remuneration of the executive bodies

The company provides information on the remuneration of the Executive Board and the Supervisory Board in its annual report, which can be accessed at www.ivu.de/investoren/finanzberichte, and in the corresponding remuneration reports on the website of IVU Traffic Technologies AG at [www.ivu.de/investoren/finanzberichte /Corporate Governance](http://www.ivu.de/investoren/finanzberichte/Corporate%20Governance).

Corporate governance practices that are applied above and beyond the legal requirements

The highest priority for the corporate governance of the Executive Board and the Supervisory Board of IVU is ensuring compliance with legislation and law. IVU has therefore implemented a compliance management system. In addition, a Code of Conduct has been adopted as the foundation of a system of values. The nature of the corporate governance is primarily determined by the German Companies Act and by the provisions of the German Corporate Governance Code as currently amended, which form the basis for the decision-making and control processes in the Executive Board and the Supervisory Board of IVU. The Executive Board and the Supervisory Board manage the company in such a way that the interests of the various stakeholders are taken into appropriate consideration and all laws and regulations are complied with.

Working method of the Executive Board and the Supervisory Board as well as composition and working method of their committees

In accordance with the statutory regulations, IVU is subject to what is known as the “dual governance system”, which is characterised by a strict separation of personnel between the Executive Board as the managing body and the Supervisory Board as the monitoring body.

Targets for the proportion of women on the Supervisory Board, the Executive Board and the two management levels below the Executive Board

In accordance with the “Act for the equal participation of women and men in executive positions in the private and the public sector”, the Supervisory Board set the targets for the participation of women and men on the Supervisory Board and Executive Board at 30% each by resolution on 18 November 2021. The Supervisory Board meets this quota. For the Executive Board, this target is to be reached within the deadlines according to §111 para. 5 AktG.

For the first and second management levels below the Executive Board, a target of 15% was set by resolution of the Executive Board on 9 November 2020. Currently, the proportion of female executives in the first two management levels is already 22%.

Executive Board

The Executive Board of IVU currently consists of three members. It is responsible for managing the company with the aim of creating sustainable value. The principle of collective responsibility applies here, according to which the members of the Executive Board jointly bear the responsibility for the overall management. They develop the corporate strategy and ensure its implementation in consultation with the Supervisory Board. Furthermore, they ensure group-wide compliance with the provisions of the law, the articles of association and the internal company guidelines as well as effective risk management and control.

The Executive Board informs the Supervisory Board regularly, promptly and comprehensively about all aspects of the business performance that are significant for IVU, important business transactions and the current earnings situation, including the risk situation and the risk management. Deviations in the course of business from plans and targets are explained in details and reasons for these deviations are provided.

Composition

According to the Articles of Association of IVU, the Executive Board consists of one or more members, who are appointed and dismissed by the Supervisory Board. The Supervisory Board also determines the number of members and can appoint a chair of the Executive Board as well as a deputy chair of the Executive Board.

When appointing members of the Executive Board, the Supervisory Board pays particular attention to the availability of the greatest possible professional competences. Due to the international nature of the company, it attaches particular importance to the availability of key qualifications, linguistic and foreign language skills as well as industry experience.

The general committee of the Supervisory Board reviews the remaining term of the current Executive Board contracts and ensures that long-term succession planning is in place for the Executive Board, where it also obtains the opinion of the incumbent members of the Executive Board. In this connection, the Supervisory Board regularly looks at qualified executives who come into consideration as potential candidates for Executive Board positions. In this process, it takes into consideration candidates both in the top management levels of the company and outside of the company.

Information on the current composition of the Executive Board of IVU can be found on the IVU website, www.ivu.de.

Working method

The chair of the Executive Board defines the principles of the company policy and the organisation as well as the corporate strategy in agreement with the other members of the Executive Board. The members of the Executive Board are jointly responsible for the management

(principle of collective responsibility). They have to inform each other of important business transactions in their areas of responsibility. The members of the Executive Board are independently responsible for managing the departments that are assigned to them. The responsibility for the departments is set out in the rules of procedure. In accordance with the Articles of Association, the Executive Board adopts resolutions by a simple majority of votes, unless the law stipulates that a unanimous decision is required.

In accordance with the statutory regulations, the Executive Board informs the Supervisory Board regularly, promptly and comprehensively of all issues relevant to the company. The Executive Board is represented before the Supervisory Board in principle by the chair of the Executive Board. Each member of the Executive Board is entitled here to contact the the Supervisory Board in relation to matters within their area of responsibility and in relation to personal matters.

The members of the Executive Board are obliged to act in the interests of the company and are subject during their work for the company to a comprehensive non-compete clause. An exception to this are other mandates that are assumed at the instigation of the company and with the approval of the Supervisory Board. Any conflicts of interest must be disclosed to the chair of the Supervisory Board and the chair of the Executive Board.

Supervisory Board

The Supervisory Board advises the Executive Board on the management of the company and monitors its work. It appoints and dismisses the members of the Executive Board, decides on the remuneration system for the members of the Executive Board and determines their individual overall remuneration. It is involved in all decisions that are of fundamental importance for IVU. The Supervisory Board of IVU consists of six members. Further information about the specific work of the Supervisory Board and any committees can be found in the report of the Supervisory Board.

Composition

In accordance with the Articles of Association, the Supervisory Board consists of six members, two of which are elected by the employees of IVU in accordance with the Drittelbeteiligungsgesetz (German One-third Participation Act). Four members of the Supervisory Board are elected by the Annual General Meeting.

A gender quota that is binding in law applies to the Supervisory Board of IVU, according to which the proportion of women and men must each amount to 30%. Following the last election of the Supervisory Board members by the Annual General Meeting on 29 May 2019, two women, Ms Ute Witt and Prof. Barbara Lenz are now members of the Supervisory Board. The composition has not changed since then. The proportion of women on the Supervisory Board of IVU thus met the statutory minimum proportion of 30% in the 2021 fiscal year – for the capital side it is 50%.

Furthermore, the Supervisory Board adopted a profile of expertise that defines personal, company-specific and professional requirements both for the Supervisory Board as a whole and for its individual members to ensure that the duties of the Supervisory Board are properly performed. The profile of expertise is published on the website of IVU, www.ivu.com/investors under the heading Investor Relations/Corporate Governance

Based on this, the Supervisory Board has determined the following qualification matrix:

	Prof. Dr. Herbert Sonntag	Ute Witt	Dr. Heiner Bente	Prof. Dr. Barbara Lenz	Benedikt Woelki	Axel Zimmermann
Industry knowledge	+++	+	+++	++	++	++
Financial expertise	+++	+++	++	++	+	+

Accounting and final audit	++	+++	++	+	+	+
Company management	+++	++	+++	+++	+	+
Compliance	++	+++	++	+	++	+++
Knowledge of the stock market	+++	++	+++	+	+	+
Sustainability expertise	++	++	+	++	++	++

+ = Knowledge available; ++= distinct knowledge; +++ = strong knowledge

The Supervisory Board of IVU shares the conviction that, as a whole, it meets all the specifications of the profile of expertise and satisfies in full the requirements that have been defined. Its members collectively have the necessary knowledge, skills and professional experience to perform their tasks properly. As a whole, they are furthermore familiar with the “public transport” sector in which IVU works.

In Ms Ute Witt, the Chairwoman of the Audit Committee, at least one member of the committee furthermore has proven specific knowledge and experience in applying accounting principles and internal control processes and is familiar with audits and sustainability reporting requirements. She is qualified for this position as a public auditor and tax consultant as well as by her more than 30 years of experience as a partner of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft. She can thus be regarded as an independent financial expert within the meaning of the German Corporate Governance Code and Section 100(5) AktG. As a further member of the Audit Committee, Prof. Dr Herbert Sonntag has proven special knowledge and experience in the field of accounting and auditing as a result of his many years of service as a member of the IVU Board of Management.

The Supervisory Board states that all shareholder representatives (Prof. Herbert Sonntag, Ute Witt, Dr Heiner Bente, Prof. Barbara Lenz) are independent within the meaning of the German Corporate Governance Code. Even with the inclusion of the employee representatives, the Supervisory Board believes that the board has an appropriate number of independent members within the meaning of the German Corporate Governance Code. It assumes here that the status of the employee representatives as employees does not give rise to any doubt about their independence within the meaning of the German Corporate Governance Code. Furthermore, no member of the Supervisory Board has a personal or business relationship with IVU or its Executive Board.

Working method

The Supervisory Board of IVU appoints, advises and monitors the Executive Board. In accordance with the Articles of Association, the Supervisory Board has laid down in the rules of procedure for the Executive Board as well as by resolution that certain types of business require its approval.

The work of the Supervisory Board is subject to German and European laws, the Articles of Association of IVU, the German Corporate Governance Code and the rules of procedure that the Supervisory Board has adopted for itself. No less than four regular meetings of the Supervisory Board are held each fiscal year, at which it deals with current issues arising from the current business as well as the current financial results that are due to be published. The Supervisory Board can additionally hold extraordinary meetings if this is required by law or otherwise appears in the interests of the company.

At the request of the Supervisory Board or its chair, the members of the Executive Board as well as other experts of relevance for individual issues take part in the meetings of the Supervisory Board. It furthermore also meets regularly without the members of the Executive Board.

Resolutions of the Supervisory Board are generally adopted at meetings. Resolutions can also be adopted outside of meetings by votes taken by phone, especially by way of video conferences, when arranged by the chairman. The Supervisory Board is quorate when no less than three members take part in the resolution, where a written vote can also be cast.

Each member of the Supervisory Board is required to act in the company's interests. They may neither pursue personal interests nor exploit business opportunities of the company for themselves or for third parties in their decisions. Conflicts of interest must be disclosed and are notified to the Annual General Meeting.

The Supervisory Board regularly conducts a self-assessment to evaluate the efficiency of its work both in the Supervisory Board as a whole and in the committees. It determines here whether the processes of the Supervisory Board enable the proper fulfilment of its duties and in particular effective monitoring of the Executive Board.

Committees

The Supervisory Board created the following committees during its inaugural meeting:

- General Committee (Prof. Dr. Herbert Sonntag (Chairman), Dr. Heiner Bente)
- Audit Committee (Ute Witt (Chairwoman), Prof. Dr. Herbert Sonntag, Axel Zimmermann)

The Executive Committee deals with fundamental questions of the company, in particular with strategy, M&A activities, restructuring as well as with the employment contracts and personnel matters of the Executive Board, including future planning. The committee met three times during the financial year.

The Audit Committee deals in particular with questions of accounting, the internal control system, risk management, compliance, sustainability reporting, the audit of the financial statements and the requirements of the legal changes and their effects on IVU. The committee met three times in 2022, one of which was to discuss the results of the audit of the annual and consolidated financial statements for 2021 with the auditor. The other meetings dealt with the legal changes and their effects on the reporting and the work of the Supervisory Board and the determination of the focal points for the audit of the annual financial statements in 2022.

Diversity

It is the goal of IVU to maintain a balanced relationship on the Executive Board and the Supervisory Board when it comes to the gender, educational and professional background and age of the members. The Supervisory Board has taken the specific situation of IVU into consideration here.

Diversity concept for the Executive Board

Pursuant to § 111 para. 5 AktG, on 18 November 2021 the Supervisory Board set a target of 30% for the Executive Board, which is to be achieved within the deadlines set out in § 111 para. 5 AktG.

With regard to the educational and professional background, Executive Board members should, depending on the focus of their area of responsibility, have thorough knowledge and skills in the areas of company management, strategy development and implementation, public transport and IT, research and development, finance and accounting, marketing and personnel development. Relevant university studies are not a requirement. Suitable candidates can have gathered their experience both at IVU itself and at other companies. Where possible, the age structure of the Executive Board should be mixed in order to present different experiences of life and related outlooks. The Supervisory Board has not set an age limit for members of the Executive Board, as the expertise of experienced Executive Board members should be available to IVU and exclusion solely on grounds of age does not seem appropriate. Furthermore, the Supervisory Board has not stipulated any requirements relating to age in order not to set blanket limitations on the selection of suitable Executive Board members.

When searching for and selecting suitable candidates for an Executive Board position, the Supervisory Board takes the specified aspects into consideration in order to implement the diversity concept for the Executive Board appropriately.

Diversity concept for the Supervisory Board

In order to guarantee an appropriate participation of women and men on the Supervisory Board, the diversity concept applies the statutory gender quota in accordance with Section 96(2) sentence 1 AktG.

Together with the educational and professional backgrounds of all the other members of the Supervisory Board, the educational and professional backgrounds of an individual Supervisory Board members should cover the skills that are defined in the profile of expertise for the Supervisory Board. It is irrelevant whether the expertise has been acquired in the course of university studies, vocational training or based on professional experience.

When searching for and selecting suitable representatives from the shareholders for the Supervisory Board, the Supervisory Board takes the specified aspects into consideration in order

to implement the diversity concept for the Executive Board appropriately. The diversity concept is not applied to the representatives from the employee side on the Supervisory Board, as the employee representatives are elected solely by the German employees of IVU AG.

Berlin, 15th February 2023

A handwritten signature in blue ink, appearing to read 'Martin Müller-Elschner', written in a cursive style.

For the Executive Board
Martin Müller-Elschner (Chairman of the Executive Board)

A handwritten signature in black ink, appearing to read 'Herbert Sonntag', written in a cursive style.

For the Supervisory Board
Prof. Dr. Herbert Sonntag (Chairman of the Supervisory Board)