

[INDUS]

DECLARATION OF CONFORMITY 2021 ON THE GERMAN CORPORATE GOVERNANCE CODE PURSUANT TO SECTION 161 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

Pursuant to section 161 of the German Stock Corporation Act (AktG), the Board of Management and the Supervisory Board of a listed German stock corporation are obliged to declare once a year whether the recommendations of the German Corporate Governance Code (“GCGC”) have been complied with and which recommendations of the Code have not been applied and why. Following due examination, the Board of Management and the Supervisory Board of INDUS Holding AG (“company”) declare pursuant to section 161 of the German Stock Corporation Act (AktG):

1. DEVIATIONS FROM THE RECOMMENDATIONS OF THE GCGC SINCE THE LAST DECLARATION OF CONFORMITY WAS ISSUED

The Board of Management and the Supervisory Board of the company issued their last annual declaration of conformity on 9 December 2020. Since this declaration of conformity was issued, the company has complied with all recommendations of the Government Commission on the German Corporate Governance Code as amended on 16 December 2019, published in the German Federal Gazette on 20 March 2020, save for the following exceptions:

- A.2 SENTENCE 2 OF THE GCGC: OPPORTUNITY TO WHISTLEBLOW WITH PROTECTION OF THE WHISTLE-BLOWER

Pursuant to recommendation A.2 sentence 2 of the GCGC, employees shall be given the opportunity to report, in a protected manner, suspected breaches of the law within the enterprise.

The company had already decided to set up such a system; as this was still in the process of being established, a deviation still has to be explained in this regard for the past.

- Section G.I of the GCGC: Remuneration of the Board of Management

Section G.I of the GCGC contains new recommendations regarding the remuneration of the Board of Management. The following of these recommendations were not fully complied with in the past: G.3 (peer-group comparison), G.4 (workforce comparison), G.6 (predominance of long-term remuneration targets), G.10 (investment of variable remuneration in shares/share-based remuneration), G.11 (accounting for extraordinary developments) and G.13 (severance payment cap on termination of contract).

In each of these cases, non-compliance was due to the fact that the Board of Management required a certain lead time to adjust the remuneration system. Nor were these requirements fully reflected in the individual fixed management contracts.

2. No more deviations from the recommendations of the GCGC in the future

The company’s decision to set up a whistleblowing system that protects the whistleblower has now been fully implemented and the system has been installed accordingly. At its meeting on 9 December 2020, the Supervisory Board also adopted an adjusted remuneration system for the Board of Management, which became effective on 1 January 2021 and complies with the recommendations of the CGCG. On this basis, all management contracts have been renewed by mutual agreement with retroactive effect from 1 January 2021.

The Board of Management and the Supervisory Board of the company therefore declare that the company currently complies with the recommendations of the GCGC without exception and will continue to do so in the future.

Bergisch Gladbach, 18 March 2021

For the Board of Management

For the Supervisory Board

Dr. Johannes Schmidt

Rudolf Weichert

Jürgen Abromeit

*This Declaration of Conformity is also available in German. Both the English and the German versions of the Declaration of Conformity can be downloaded from the Internet at www.indus.de .
Only the German version of the Declaration of Conformity is legally binding*