

2025 CORPORATE GOVERNANCE DECLARATION

In this corporate governance declaration, the general partner and the Supervisory Board report on the governance of the Company during the year under review in accordance with sections 289f and 315d of the German Commercial Code (HGB) and principle 23 of the German Corporate Governance Code (the Code).

1. [Declaration of compliance](#)

Declaration of compliance with the German Corporate Governance Code pursuant to section 161 AktG [“Aktengesetz”: German Stock Corporation Act]

The general partner of Ströer SE & Co. KGaA, Ströer Management SE, and the Supervisory Board of Ströer SE & Co. KGaA (the Supervisory Board) make the following declaration pursuant to section 161 AktG:

Since the last declaration of compliance on December 5, 2024, Ströer SE & Co. KGaA has complied with the recommendations made by the government commission on the German Corporate Governance Code as amended on April 28, 2022 and published in the German Federal Gazette on June 27, 2022 (GCGC 2022), taking account of the features described below specific to the legal form of a partnership limited by shares (KGaA) and with the following exception:

The GCGC 2022 is geared to listed companies with the legal form of a stock corporation (AG) or Societas Europaea (SE) and does not take account of the features specific to a partnership limited by shares (KGaA). These specific features mean that some of the recommendations in the GCGC cannot be applied to a partnership limited by shares. This mainly affects the recommendations regarding the board of management. A partnership limited by shares does not have a board of management that has the function of a governing body, which means that, unlike in a stock corporation, its supervisory board does not make personnel decisions concerning the board of management and cannot define a list of legal transactions for which the board of management must obtain the supervisory board’s consent. In a partnership limited by shares, the responsibilities of the board of management are performed by the general partner, which is determined by the articles of association of the partnership limited by shares rather than by the supervisory board. The general partner of Ströer SE & Co. KGaA is Ströer Management SE, which is responsible for managing Ströer SE & Co. KGaA. The GCGC 2022 does not apply to Ströer Management SE because it is not listed on a stock exchange. Therefore, the following recommendations in the GCGC 2022 cannot be applied to a partnership limited by shares and thus to Ströer SE & Co. KGaA either directly or analogously: principle 6, half-sentence 1 regarding the supervisory board’s personnel decisions concerning the board of management and sentence 3 regarding the definition of transactions for which the supervisory board’s consent is required, principle 8, sentence 2, half-sentence 2 regarding the formal approval of the acts of the board of management and sentence 4, half-sentence 1 regarding the general meeting’s approval of the remuneration system for board of management members, principle 9 with recommendations B.1 to B.5 concerning the composition of the board of management, principle 20 with recommendations E.2 and E.3 concerning the disclosure of conflicts of interest and the assumption of other posts by members of the board of management, and principle 24 with recommendations G.1 to G.13, G.15, and G.16 and suggestion G.14 concerning the board of management’s remuneration.

Recommendation C.5 GCGC 2022 – that a board of management member of a listed company should not have more than two positions on supervisory boards of non-group listed entities, or comparable functions, or chair the supervisory board of a non-group listed entity – was not followed. At Ströer SE & Co. KGaA, half-sentence 2 of this recommendation was not and is not currently followed by Christoph Vilanek, who is CEO of freenet AG and chairman of the Supervisory Board of Ströer SE & Co. KGaA. Given his long-standing familiarity with the Company, his excellent

industry knowledge, his qualifications, and his experience on other oversight bodies, he is extremely well suited to be chairman of the Supervisory Board of Ströer SE & Co. KGaA. The Company satisfied itself that Mr. Vilanek has sufficient time to be able to perform his duties adequately. The amount of time he has available has actually increased, as his current term of office on the Executive Board of freenet AG expires on December 31, 2025 and he has been released from his duties as a member of the Executive Board of freenet AG since June 1, 2025. The Company therefore does not wish to lose Mr. Vilanek as chairman of the Supervisory Board.

In the future, the Company will comply with the recommendations in the GCGC 2022, taking account of the features specific to the legal form of a partnership limited by shares, as described above, and with the aforementioned exception regarding recommendation C.5 GCGC 2022.

The Company will also be in compliance with all suggestions contained in the GCGC 2022, again taking account of the features specific to the legal form of a partnership limited by shares as described above.

Cologne, December 18, 2025

The Supervisory Board
Christoph Vilanek
Chairman of the Supervisory Board
Ströer SE & Co. KGaA

The general partner
Christian Schmalzl
Co-Chief Executive Officer
Ströer Management SE

2. Remuneration system; remuneration report

The remuneration system that is in place for the members of the Board of Management of the general partner pursuant to section 87a (1) and (2) AktG was approved by the general meeting of Ströer SE & Co. KGaA on June 4, 2025 in accordance with section 120a (1) AktG by 80.44% of the share capital. The remuneration system that is in place for the members of the Supervisory Board of Ströer SE & Co. KGaA was approved by the general meeting of Ströer SE & Co. KGaA on June 22, 2022 in accordance with section 113 (3) AktG by 84.46% of the share capital. In accordance with section 120a (2) AktG (in conjunction with section 113 (3) last sentence AktG), both remuneration systems are available on the Company's website at <https://ir.stroeer.com/investor-relations/corporate-governance/>.

The remuneration report for 2025 and the auditor's report will also be made accessible to the public, as required by section 162 AktG, in the investor relations section of the Company's website at <https://ir.stroeer.com/investor-relations/financial-reports/>. The resolution of the general meeting of June 4, 2025 on the approval of the 2024 remuneration report prepared and audited in accordance with section 162 AktG is made accessible to the public, as required by section 120a (2) and (4) AktG, on the Company's website at <https://ir.stroeer.com/investor-relations/general-meeting/>.

3. Procedures of the general partner and the Supervisory Board and composition and procedures of the committees

Ströer SE & Co. KGaA, a partnership limited by shares, has a general partner that represents Ströer SE & Co. KGaA and manages its operating business. It also has a Supervisory Board that advises and oversees the general partner with respect to its management and representation of Ströer SE & Co. KGaA.

3.1 The general partner

The general partner of Ströer SE & Co. KGaA is Ströer Management SE, which is not listed and does not have any employees. The Code and various legal provisions on the composition and remuneration of the Supervisory Board and the Board of Management, in particular section 96 (2 and 3) AktG and section 76 (3a) AktG, apply to listed companies and therefore do not apply to the general partner, its Supervisory Board or its Board of Management. Nonetheless, the Board of Management and Supervisory Board of the general partner voluntarily comply with many of these provisions.

Tasks and responsibilities of the general partner

The general partner makes decisions on fundamental issues relating to Ströer's operating policy and business strategy, including its sustainability planning. The business strategy incorporates ecological and social targets alongside long-term objectives. As the management body of Ströer SE & Co. KGaA, the general partner has responsibility for managing the business of the Ströer Group and does not take instructions from third parties. It is bound by German stock corporation law to uphold the operating policy principles and the interests of the Company. The general partner is responsible for preparing the Company's quarterly statements and half-year financial report, and for preparing the separate and consolidated financial statements and the combined management report of Ströer SE & Co. KGaA, the non-financial statement and the sustainability report. The general partner and its Supervisory Board, together with the latter's Remuneration Committee, prepare the remuneration report. It has set up an appropriate and effective internal risk control system and risk management system for the Ströer Group that also covers sustainability aspects. The general partner also ensures compliance with statutory provisions, government regulations, and internal Company policies, and endeavors to ensure that they are adhered to by all Group companies. It has set up a comprehensive compliance management system for this purpose, which allows employees to confidentially report compliance violations in the Group. Details of the compliance management system are available on the Company's website at <https://ir.stroeer.com/investor-relations/corporate-governance/>.

The Board of Management and Supervisory Board of the general partner

Like Ströer SE & Co. KGaA, the general partner has a dual governance structure. For the general partner, this comprises its Board of Management and its Supervisory Board.

In 2025, the general partner's Board of Management had three members: Udo Müller (co-CEO), Christian Schmalzl (co-CEO), and Henning Gieseke (CFO). The initial appointment of Board of Management members of the general partner should be for a period of no more than three years. Based on a resolution of the Supervisory Board of the general partner, there is an upper age limit for the Board of Management that stipulates members can only be appointed to the Board of Management if they have not yet attained the age of 70. Section 9 of this declaration contains further information on the members of the Board of Management. Information on the remits and career histories of the Board of Management members are made publicly accessible on the Company's website at <https://www.stroeer.de/en/about-us/>.

The Board of Management of the general partner represents the general partner and thus Ströer SE & Co. KGaA. The Board of Management carries out its work in accordance with its rules of procedure that were drawn up by the Supervisory Board of the general partner. The rules of procedure contain a division of responsibilities between the various departments and rules for collaboration both within the Board of Management and between the Board of Management and the Supervisory Board. According to the rules of procedure, all members of the Board of Management share responsibility for the Company's business and bear individual responsibility for the operations within their own designated areas of responsibility. The Board of Management includes the role of ESG officer. This position is part of Henning Gieseke's remit, in accordance with the schedule of

responsibilities in the rules of procedure for the Board of Management. The Board of Management of the general partner, the Supervisory Board of the general partner, and the Supervisory Board of Ströer SE & Co. KGaA work closely together for the benefit of the Company. Within the scope of the features specific to the legal form of Ströer SE & Co. KGaA, the Board of Management informs both Supervisory Boards regularly, promptly, and comprehensively about all issues that are relevant to the Company. At meetings, it regularly discusses with them issues relating to strategy, business performance, the risk situation, risk management, and the Company's compliance. The members of the Board of Management are subject to a comprehensive non-compete clause in connection with their activity for the general partner. They may only hold other posts outside the Ströer Group with the consent of the Supervisory Board of the general partner, and this Supervisory Board decides whether remuneration received in connection with other posts should be deducted from their Ströer Group remuneration. During the year under review, no member of the Board of Management held posts other than those listed in section 9 of this declaration. Every Board of Management member is obliged to disclose conflicts of interest to the other members of the Board of Management and the Supervisory Board of the general partner without delay. The Board of Management did not have any committees in the reporting year.

The Supervisory Board of the general partner includes six members elected by the general meeting of the general partner. Section 10 of this declaration contains further information on the members of the Supervisory Board of the general partner. Due to the features specific to the legal form of a partnership limited by shares, the Supervisory Board of the general partner has powers that in a stock corporation or SE would belong to that entity's Supervisory Board. In particular, the Supervisory Board of the general partner is responsible for the succession and personnel planning for the Board of Management and appointing the members of the Board of Management. Together with the Remuneration Committee, the Supervisory Board also designs the remuneration system for the Board of Management, defines targets for variable remuneration, sets the total remuneration granted to each of the members of the Board of Management and reviews the appropriateness of the targets and the remuneration. This Supervisory Board also decides whether or not the Ströer Group should conclude transactions for which, according to the articles of association of Ströer SE & Co. KGaA and the rules of procedure for the Board of Management, the approval of the Supervisory Board is required. The Supervisory Board of the general partner generally meets four times a year.

The Supervisory Board of the general partner has established a Remuneration Committee for the preliminary discussion of issues pertaining to remuneration for the Board of Management of the general partner. The committee is chaired by Martin Diederichs, the deputy chair is Professor Dr. Stephan Eilers, and Christoph Vilanek is an ordinary member.

3.2 The Supervisory Board of Ströer SE & Co. KGaA

The Supervisory Board of Ströer SE & Co. KGaA comprises 16 members and, in accordance with the German Codetermination Act (MitbestG), has an equal number of shareholder representatives and employee representatives. The shareholder representatives are elected by the general meeting of Ströer SE & Co. KGaA; the elections are held as individual elections. The employee representatives are elected in accordance with the provisions of the Codetermination Act. Section 11 of this declaration contains more information on the Supervisory Board members and their memberships of other bodies that are required to be disclosed in accordance with section 125 (1) sentence 5 AktG. The career histories of the Supervisory Board members are published on the Company's website at <https://www.stroeer.de/en/about-us/> and are updated annually.

The Supervisory Board of Ströer SE & Co. KGaA advises and oversees the general partner. In view of the features specific to the legal form of Ströer SE & Co. KGaA as a partnership limited by shares, its Supervisory Board has a limited function. In particular, it is not responsible for the election, appointment, and dismissal of the members of the Board of Management or the terms of their contracts. Nor does it have the power to issue rules of procedure for the Board of Management with

a list of legal transactions that require the Supervisory Board's consent. Both these powers lie with the Supervisory Board of the general partner. However, this Supervisory Board examines the separate and consolidated financial statements, the combined management report, and the proposal for the appropriation of profit. It approves the separate and consolidated financial statements and agrees the recommendation on the appropriation of profit to be put to the general meeting. It is jointly responsible with the general partner for preparing the remuneration report. The Supervisory Board, with the support of its Audit Committee, also monitors the Company's compliance with statutory provisions and internal company guidelines. The Supervisory Board is also responsible for advising and overseeing sustainability issues around the environment, social matters, and corporate governance (ESG). For this purpose, the Supervisory Board created the role of Supervisory Board ESG officer within the Audit Committee.

The Supervisory Board of Ströer SE & Co. KGaA generally meets four times a year; for specific agenda items it also regularly meets without the Board of Management of the general partner. Its decisions are generally made at its meetings. The Supervisory Board's work is coordinated by its chair. In the case of particularly important or urgent decisions, the Supervisory Board is provided with information between the regular meetings and, if need be, an extraordinary Supervisory Board meeting is convened. Where necessary, decisions can also be made by way of written resolutions or by telephone. The rules of procedure of the Supervisory Board are available on the Company's website at <https://ir.stroeer.com/de/investor-relations/corporate-governance>. Every member of the Supervisory Board must disclose conflicts of interest as soon as they arise. Information about any conflicts of interest, and how they were dealt with, is provided in the Supervisory Board's report.

The members of the Supervisory Board must ensure that they have sufficient time to perform their duties. The Company supports their work with annual, internal training courses on alternating subjects, including these recurring topics: special features of the legal form of a partnership limited by shares; the rights, duties, and liability of the Supervisory Board; new regulatory requirements; financial planning and reporting; accounting, auditing financial statements, and presentation of the business models of the Ströer Group. New members are given extensive induction training. The most recent training session of the Supervisory Board, in which 13 members participated, took place on December 18, 2025. At this training session, the Vice President of IT Compliance reported on information security at Ströer and the Senior Vice President of Accounting Services & GRC, together with the Vice President of SAP, reported on the status of the SAP S4 HANA transformation. The legal department presented fundamental issues in relation to the legal form of a partnership limited by shares, rights and duties of Supervisory Board members, and recent regulatory developments. It also explained the new EU regulation on the transparency and targeting of political advertising (TTPA). The training session was rounded off by the Senior Vice President of Accounting outlining the goals and current status of Ströer's funding and by the Senior Vice President of Controlling explaining the work of the central Financial Planning and Reporting unit, its key performance indicators and control structures.

The committees of the Supervisory Board of Ströer SE & Co. KGaA

The Supervisory Board formed two committees in the reporting year, the Audit Committee and the Nomination Committee. The committee chairs report regularly to the Supervisory Board on the committees' activities.

The main duty of the Audit Committee is to oversee the financial reporting and related accounting processes. It is responsible for the preliminary review of the separate and consolidated financial statements and the combined management report of Ströer SE & Co. KGaA and the Ströer Group, including non-financial matters. The Audit Committee also discusses the quarterly statements and half-year financial reports with the Board of Management of the general partner, deals with the Company's risk monitoring system, and monitors the appropriateness and effectiveness of its internal control system, the risk management system, and the internal audit system. It also deals with compliance issues. The persons responsible for these matters and the Chief Compliance Officer

report to the Audit Committee. The Audit Committee also performs advisory and control functions on matters of sustainability and has created the role of Supervisory Board ESG officer. The Audit Committee prepares the proposal of the Supervisory Board on the election of the auditor to be put to the general meeting, examines the independence of the auditor, awards the audit engagement in accordance with the resolution adopted by the general meeting, and oversees the auditing of financial statements along with the selection, quality, rotation, and efficiency of the auditor. Finally, it carries out regular assessments of the quality of the auditing. The Audit Committee also holds regular discussions with the auditor, sometimes without the Board of Management, examining the assessment of audit risk, the audit strategy, the audit plan, and the audit findings. The chair of the Audit Committee also has regular contact with the auditor outside the Audit Committee meetings, discussing the progress of the audit with the auditor and reporting on it to the committee. The chair of the Audit Committee agreed with the auditor that the latter will inform the chair without delay if it identifies matters in the course of its audit that render the corporate governance declaration inaccurate or if the auditor makes material findings in relation to the work of the Supervisory Board or relevant incidents come to its attention.

Until June 4, 2025, the Audit Committee comprised the following members: Ulrich Voigt (chair), Elisabeth Lepique (deputy chair), and Martin Diederichs (ESG officer of the Supervisory Board). With effect from the end of the general meeting on June 4, 2025, the term of appointment of Ulrich Voigt came to an end and he stepped down from the Supervisory Board and the Audit Committee. At the constitutive meeting of the Supervisory Board on June 4, 2025, the Supervisory Board confirmed the appointment of Ms. Lepique and Mr. Diederichs and elected Hans Jürgen Kulartz as a member of the Audit Committee. At the constitutive meeting of the Audit Committee, which also took place on June 4, 2025, the committee members elected Ms. Lepique as chair and Mr. Kulartz as deputy chair.

Collectively, the members of the Audit Committee are familiar with the business areas in which the Ströer Group operates, meet the legal requirements in terms of their qualifications and fulfill the recommendations of the Code. Based on the recommendations of the Code, the Audit Committee must have expert knowledge of auditing. The Supervisory Board and the Audit Committee have, in Hans Jürgen Kulartz, a member with expert knowledge in the area of financial reporting and, in Elisabeth Lepique, at least one additional member with expert knowledge in the area of auditing financial statements. The Code states that the chair of the committee must have expert knowledge in at least one of the fields and must be independent. The chair of the committee, Elisabeth Lepique, meets these requirements. Elisabeth Lepique has special expertise in financial reporting. An attorney and tax accountant, she honed her expertise as a managing partner at Luther Rechtsanwaltsgesellschaft mbH.

The Nomination Committee is responsible for proposing suitable candidates to the Supervisory Board for the election of shareholder representatives to the Supervisory Board by the general meeting. When making its proposals, the Nomination Committee must take account of the profile of skills and expertise for shareholder representatives and ensure an appropriate mix of male and female members in accordance with the statutory requirements. Until June 4, 2025, the Nomination Committee comprised the following members: Martin Diederichs (chair), Petra Sontheimer (deputy chair), and Ulrich Voigt. After Ulrich Voigt stepped down from the Supervisory Board on June 4, 2025, the Supervisory Board in its constitutive meeting on June 4, 2025 elected Mathias Dang to the Nomination Committee and confirmed the appointments of Mr. Diederichs and Ms. Sontheimer.

The rules of procedure of the committees are available on the Company's website at <https://ir.stroeer.com/investor-relations/corporate-governance/>.

Self-assessment of the Supervisory Board and the committees

The Supervisory Board and its committees regularly review the efficiency of their work internally, as recommended by the Code. The self-assessment of the Supervisory Board is conducted every two years and comprises a comprehensive evaluation form that must be completed by all Supervisory Board members, an anonymized analysis thereof followed by a thorough discussion at the subsequent Supervisory Board meeting, and the adoption of an action plan to optimize efficiency. In the year after the efficiency review, the implementation of the action plan is reviewed and the evaluation form for the subsequent year is signed off. The efficiency reviews focus on the organization of the Supervisory Board meetings, the number and the procedures of the committees, the work of the Supervisory Board, information provided by the Supervisory Board, the membership and composition of the Supervisory Board, the review of the independence of Supervisory Board members, and the remuneration of the Supervisory Board.

The Supervisory Board most recently discussed these matters at its meeting on December 18, 2025, in which it examined the implementation of the action plan to optimize efficiency that had been defined in the previous year. The results confirm that cooperation both within the Supervisory Board and with the Board of Management is professional, constructive, open, and based on mutual trust. The results did not reveal any fundamental need for change. Individual suggestions were taken up and implemented.

4. Targets for the proportion of women within the meaning of section 76 (4) AktG; information on compliance with the gender participation requirement when making appointments to the Board of Management and minimum quotas in the composition of the Supervisory Board; diversity plan

The Supervisory Board of Ströer SE & Co. KGaA

Until June 4, 2025, the Supervisory Board had five female members, three of whom were shareholder representatives and two employee representatives, which meant that 31.25% of the Supervisory Board members were women. Following the election of the Supervisory Board at the general meeting on June 4, 2025, the Supervisory Board had four female members, comprising two shareholder representatives and two employee representatives. Pursuant to section 96 (2) sentence 1 AktG, the proportion of women and men on the Supervisory Board must be at least 30% each (minimum quota). Prior to the election of the Supervisory Board at the general meeting on June 4, 2025, the shareholder representatives objected in accordance with section 96 (2) sentence 3 AktG to the gender ratio being fulfilled on the basis of the Supervisory Board as a whole. Consequently, the prescribed minimum ratio for women and men must be fulfilled separately both by the shareholder representatives and by the employee representatives after the election and the rule of rounding up or down under section 96 (2) sentence 4 AktG applies. The Supervisory Board must therefore comprise at least two female and two male shareholder representatives and two female and two male employee representatives. Accordingly, the composition of the Supervisory Board of Ströer SE & Co. KGaA in terms of gender balance complied with the statutory requirements throughout the reporting period.

Management positions in the Ströer Group

When filling management positions in the Ströer Group, the general partner pays attention to diversity and endeavors to ensure that women are appropriately represented.

In 2024, on the basis of a resolution by its Board of Management, the general partner set the following targets within the meaning of section 76 (4) AktG for the proportion of women in the two

tiers of management below the Board of Management by September 30, 2028: 30% of the managers at the first management level of Ströer SE & Co. KGaA below the Board of Management of the general partner and 33% of those in the second management level of Ströer SE & Co. KGaA below the Board of Management of the general partner should be female. In 2025, the proportion of women at the first management level was 33.3% and at the second management level 61.1%.

The Board of Management of the general partner

The main statutory requirements for appointing members to the Board of Management relate to listed companies and therefore do not apply to the Board of Management of the general partner. Based on the recommendations of the Code, the Supervisory Board of the general partner decided that a Board of Management with three members was appropriate and that from 2030, the proportion of women on a Board of Management with three members should be at least 33%.

5. Targets for the composition of the Supervisory Board of Ströer SE & Co. KGaA and its profile of skills and expertise

The Supervisory Board last discussed the profile of skills and expertise and the diversity plan in respect of the composition of the Supervisory Board and its shareholder representatives on April 21, 2022, when it adopted the profile of skills and expertise shown under item 6.

5.1 Profile of skills and expertise

The Supervisory Board should be composed of members who, between them, have the Company-specific knowledge, skills, and professional experience needed to properly carry out the Supervisory Board's control and advisory function vis-à-vis the general partner. Supervisory Board members need to have experience and skills in the following areas: media and digital business, corporate strategy, sustainability, supervisory board and committee work, management of large organizations, corporate governance, compliance, and M&A processes. Additionally, at least one member of the Supervisory Board must have expert knowledge in the area of accounting and at least one additional member must have expert knowledge in the area of auditing financial statements. Care must also be taken to ensure that the Supervisory Board is adequately diverse and that women are represented. Finally, the selection process must also consider the personality, integrity, commitment, and professionalism of the candidates. As the Ströer Group operates primarily in Germany, candidates do not currently need to demonstrate a long track record of international experience.

The Supervisory Board should have an appropriate number of independent members. The Supervisory Board has decided that a maximum of two non-independent Supervisory Board members as defined by the Code is appropriate. Supervisory Board members should also have sufficient time to perform their duties.

In accordance with the age limit set by the Supervisory Board, candidates proposed for Supervisory Board positions must not be above the age of 70 at the time of their election. The Supervisory Board's limit of twelve years for membership of the Supervisory Board must also be respected when proposing candidates for election.

5.2 Implementing the targets

The Supervisory Board and the Nomination Committee of the Supervisory Board take account of the targets for the composition of the Supervisory Board during the selection process and the nomination of candidates. They most recently considered these targets in the nominations for the shareholder representatives to be elected at the 2025 general meeting.

The Supervisory Board believes that its current composition meets the relevant targets and also matches the profile of skills and expertise. Between them, the Supervisory Board members have the Company-specific knowledge, skills, and professional experience needed to properly carry out the Supervisory Board's control and advisory function vis-à-vis the general partner. Collectively, they are familiar with the sector in which the Company operates. They have extensive professional knowledge in various fields and have considerable experience, so they bring a broad range of skills and experience to their Supervisory Board roles. It is important that the shareholder representatives on the Supervisory Board, like the employee representatives, have an active, operational role in their professional lives because such Supervisory Board members are considered to be better at evaluating and initiating the necessary digital transformation.

The prescribed gender ratio was maintained in the reporting period. Ms. Lepique is the chairwoman of the Audit Committee, Ms. Sontheimer is deputy chairwoman of the Nomination Committee.

According to the assessment of the shareholder representatives on the Supervisory Board, all eight shareholder representatives were independent in the period under review and there was thus an appropriate number of members who are independent within the meaning of the Code. In the view of the shareholder representatives, this applies in particular to Christoph Vilanek. Mr. Vilanek was the CEO of freenet AG in 2025. Subsidiaries of freenet AG and entities of the Ströer Group maintain business relationships. Christoph Vilanek has belonged to the Supervisory Board of Ströer SE & Co. KGaA since 2013, that is for around twelve years. He has chaired the Supervisory Board of Ströer SE & Co. KGaA since June 2014. Based on the assessment of the shareholder representatives, these circumstances do not compromise the independence of Mr. Vilanek from the Company and from the Board of Management within the meaning of C 10 and C 8 in conjunction with C 7 (2) of the Code. Mr. Vilanek's conduct in office is testimony to the fact that he maintained the requisite critical distance to the Board of Management and exercised the requisite clear, diligent, and critical eye in its oversight – including most notably in his capacity as chairman of the Supervisory Board. All other rules concerning the age limit and the standard limit on duration of membership of the Supervisory Board were also complied with. Further details of the individual shareholder representatives are contained in the profile of skills and expertise in section 6 of this declaration.

6. Profile of skills and expertise for shareholders on the Supervisory Board

The criteria of the profile of skills and expertise that, in the view of the shareholder representatives, are met are shown in green in the following table:

Criterion	Dang (from June 4, 2025)	Diederichs	Eilers	Kulartz (from June 4, 2025)	Lepique	Liese-Bloch (until June 4, 2025)	Sontheimer	Steinkamp	Vilaneck	Voigt (until June 4, 2025)
Personal suitability										
Duration of membership; member since	June 4, 2025	June 15, 2015	July 5, 2023	June 4, 2025	June 22, 2022	November 4, 2020	June 15, 2018	June 11, 2024	April 10, 2012	September 24, 2013
Independence										
Diversity	Male	Male	Male	Male	Female	Female	Female	Male	Male	Male
Integrity, commitment, interpersonal skills, analytical skills, vision, openness to innovative thinking and new ideas										
Sufficient time to be able to perform duties adequately										
Age when last elected	58	62	63	66	62	52	54	64	57	57
Professional suitability										
Familiarity with the business area/sector										
Finance/capital markets										
Financial reporting expert										
Auditing expert										
Management and board experience										
Sustainability										
Experience of corporate strategy development and M&A processes										
Actively working in a professional capacity										
Risk management										
Compliance										

7. Share dealings of members of the governing body

In accordance with article 19 of the Market Abuse Regulation (MAR), senior managers of an issuing entity must disclose their own transactions involving shares or debt instruments of the issuing entity, related derivatives, or other related financial instruments if the value of the transactions carried out by the executive or a close associate reaches or exceeds (for periods prior to January 1, 2026) a total of EUR 20,000.00 within a calendar year. Members of the Supervisory Board of Ströer SE & Co. KGaA, the members of the Supervisory Board of the general partner, and the members of the Board of Management of the general partner are considered to be senior managers of the Ströer Group. The transactions by senior managers reported to Ströer SE & Co. KGaA in the reporting year were duly published and are available on the Company's website at <https://ir.stroeer.com/investor-relations/news-publications/>.

8. General meeting and shareholder communication

In accordance with the articles of association, the Company's limited-liability shareholders in a partnership limited by shares ('limited shareholders') exercise their rights in the general meeting. The general meeting adopts the annual financial statements and decides on matters such as the appropriation of profits, the formal approval of the acts of the general partner and the Supervisory Board, the election of the independent auditors, and the legal foundations of the Company including, but not limited to, amendments to the articles of association. Since 2021, the general meeting has also adopted advisory resolutions on the approval of the remuneration system to be presented by the Supervisory Board. In the event of material structural changes or takeover bids the general partner will, if it deems appropriate in an individual case, convene an extraordinary general meeting at which the limited shareholders discuss the relevant matters and, if necessary, agree corporate-law measures to be taken.

The annual general meeting is held annually. The notice of the general meeting and agenda are also published on the Company's website along with the reports and documents required for the general meeting. To make it easier for them to exercise their rights, the Company provides the limited shareholders with proxies who are bound by their instructions. The proxies can also be contacted during the general meeting. Limited shareholders may also cast their votes in writing or electronically (absentee voting). The Company may stipulate that limited shareholders can participate in the general meeting without being physically present and without appointing an authorized representative, and can exercise all their voting rights or specific voting rights wholly or in part electronically. Limited shareholders may submit requests for motions to the management, challenge decisions of the general meeting and, provided they hold share capital to the value of at least EUR 100,000, demand that a special auditor be appointed by a court to examine specific transactions. In the case of elections of shareholder representatives to the Supervisory Board, a detailed career history is published for each candidate.

The annual general meeting on June 4, 2025 was held – as provided for by statute – as a virtual general meeting without the physical presence of the shareholders or their authorized representatives.

As part of its investor relations activities, the Company publishes regular, comprehensive reports on developments within the Ströer Group on its website at <https://ir.stroeer.com>, making all material new facts of which financial analysts and comparable recipients were informed available to its shareholders. In addition to the scheduled publication of quarterly statements, half-year financial reports and annual reports, the Company also publishes results announcements, ad hoc disclosures, analyst presentations, letters to shareholders, and press releases here along with the financial calendar for the current year containing key publication dates for financial communications and the date of the general meeting.

9. Members of the Board of Management of the general partner and posts held by the Board of Management members

In 2025, the Board of Management of the general partner was composed of the following members who held the memberships of statutory supervisory boards and comparable oversight bodies in Germany and abroad listed below:

	Date of birth	Initial appointment (a) at Ströer SE & Co. KGaA or its legal predecessors or (b) at the general partner	Appointed until	Memberships of (a) statutory supervisory boards and (b) comparable oversight bodies of commercial enterprises in Germany and abroad
Udo Müller Cologne, Co-CEO	July 9, 1962	(a) 2002 (b) August 14, 2015	July 31, 2030	(a) no posts (b) no posts
Christian Schmalzl Cologne, Co-CEO	August 12, 1973	(a) 2012 (b) August 14, 2015	July 31, 2028	(a) no posts (b) Internet Billboard a.s. (part of the Ströer Group)
Henning Gieseke Cologne, CFO	January 12, 1971	(a) no appointment (b) June 1, 2021	December 31, 2028	(a) no posts (b) no posts

10. Members of the Supervisory Board of the general partner and posts held by the Supervisory Board members

In 2025, the Supervisory Board of the general partner was composed of the following members who held the memberships of statutory supervisory boards and comparable oversight bodies in Germany and abroad listed below:

Name	Profession	Date of birth	Member since	Appointed until ¹	Memberships of <u>other</u> (a) statutory supervisory boards and (b) comparable oversight bodies of commercial enterprises in Germany and abroad
Vilaneck, Christoph; Hamburg; (chairman)	CEO of freenet AG until December 31, 2025	January 31, 1968	August 14, 2015	2028	(a) Ströer SE & Co. KGaA, Cologne (chairman); Ceconomy AG, Düsseldorf; VNR Verlag für die Deutsche Wirtschaft AG, Bonn (b) Shelly Group S.E., Sofia, Bulgaria (supervisory board)
Voigt, Ulrich; Bergisch Gladbach; (deputy chairman) until June 4, 2025)	Chief Executive Officer of Sparkasse KölnBonn	May 22, 1965	August 14, 2015	2025	(a) Ströer SE & Co. KGaA, Cologne; Landesbank Berlin AG; Berlin; Landesbank Berlin Holding AG, Berlin (b) no posts
Diederichs, Martin; Bonn; (deputy chairman from June 4, 2025)	Attorney/partner	August 11, 1962	March 1, 2016	2026	(a) Ströer SE & Co. KGaA, Cologne; (b) no posts
Eilers, Prof. Dr. Stephan; Bonn	Attorney/partner	October 7, 1959	June 22, 2022	2028	(a) Ströer SE & Co. KGaA, Cologne; Johann Bunte Bauunternehmung SE & Co. KG, Papenburg (b) H. P. Wild family foundation, Liechtenstein (chairman of the advisory council)
Kulartz, Hans Jürgen; Berlin from June 4, 2025	Former member of the Management Board of Landesbank Berlin / Berliner Sparkasse	January 8, 1959	June 4, 2025	2028	(a) Ströer SE & Co. KGaA, Cologne; Bauwert AG, Bad Kötzing/Berlin (b) no posts
Lepique, Elisabeth; Cologne	Attorney/tax accountant	December 6, 1962	July 5, 2023	2026	(a) Ströer SE & Co. KGaA, Cologne (b) Berliner Stadtreinigungsbetriebe AöR, Berlin; Berliner Wasserbetriebe AöR, Berlin
Steinkamp, Dr. Dieter; Cologne	Advisor/business economist	April 30, 1960	June 11, 2024	2027	(a) Ströer SE & Co. KGaA, Cologne; Stadtwerke Neuss Energie und Wasser GmbH, Neuss (b) no posts

¹ The term of appointment generally ends at the end of the relevant annual general meeting.

11. Members of the Supervisory Board of Ströer SE & Co. KGaA and posts held by the Supervisory Board members

In 2025, the Supervisory Board of Ströer SE & Co. KGaA was composed of the following members who held the memberships of statutory supervisory boards and comparable oversight bodies in Germany and abroad listed below:

Name	Profession	Date of birth	Member of the Supervisory Board of Ströer SE & Co. KGaA or its legal predecessors since	Appointed until ²	Memberships of <u>other</u> (a) statutory supervisory boards and (b) comparable oversight bodies of commercial enterprises in Germany and abroad
Vilaneck, Christoph; Hamburg, (chairman)	CEO of freenet AG until December 31, 2025	January 31, 1968	April 10, 2013	2028	(a) Ströer Management SE, Düsseldorf (chairman); Ceconomy AG, Düsseldorf; VNR Verlag für die Deutsche Wirtschaft AG, Bonn (b) Shelly Group S.E., Sofia, Bulgaria (supervisory board)
Voigt, Ulrich; Cologne, (deputy chairman) until June 4, 2025	Chief Executive Officer of Sparkasse KölnBonn	May 22, 1965	September 24, 2013	2025	(a) Ströer Management SE, Düsseldorf; Landesbank Berlin AG; Berlin; Landesbank Berlin Holding AG, Berlin (b) no posts
Dang, Matthias; Cologne (deputy chairman) from June 4, 2025	Senior Advisor McKinsey; former Chief Commercial, Technology & Data Officer at RTL Deutschland GmbH	April 10, 1967	June 4, 2025	2028	(a) no posts (b) no posts
Diederichs, Martin; Cologne	Attorney/partner	August 11, 1962	August 15, 2018	2028	(a) Ströer Management SE, Düsseldorf (b) no posts
Eilers, Professor Dr. Stephan; Bonn	Attorney/partner	October 7, 1959	July 5, 2023	2026	(a) Ströer Management SE, Düsseldorf; Johann Bunte Bauunternehmung SE & Co. KG, Papenburg (b) H. P. Wild family foundation, Liechtenstein (chairman of the advisory council)
Güth, Andreas; Kassel ³	Labor Union Secretary	February 22, 1972	June 22, 2022	2027	(a) no posts (b) no posts
Hüttinger, Sabine; Berlin ³	Trained office manager	May 18, 1974	June 14, 2017	2027	(a) no posts (b) no posts
Kascha, Christian; Hamburg ³	Team and project leader for research and consulting projects (Statista GmbH)	August 9, 1987	June 22, 2022	2027	(a) no posts (b) no posts
Kollmann-Göbels, Simone; Cologne ³ until June 25, 2025	Senior Vice President Procurement & Real Estate (Ströer)	September 10, 1986	June 22, 2022	2027	(a) no posts (b) no posts

² The term of appointment generally ends at the end of the relevant annual general meeting.

³ Employee representative.

Kulartz, Hans Jürgen; Berlin from June 4, 2025	Former member of the Management Board of Landesbank Berlin / Berliner Sparkasse	January 8, 1959	June 4, 2025	2028	(a) Ströer Management SE, Düsseldorf; Bauwert AG, Bad Kötzing/Berlin (b) no posts
Lepique, Elisabeth; Cologne	Attorney/tax accountant	December 6, 1962	June 22, 2022	2028	(a) Ströer Management SE, Düsseldorf (b) Berliner Stadtreinigungsbetriebe AöR, Berlin; Berliner Wasserbetriebe AöR, Berlin
Liese-Bloch, Barbara; Cologne until June 4, 2025	Managing Director of MONOFIL- TECHNIK Gesellschaft für Synthesemonofile mbH	December 14, 1971	November 4, 2020	2026 (stepped down as at June 4, 2025)	(a) no posts (b) no posts
Meuser, Tobias; Düsseldorf ³	Portfolio Manager (Ströer); surveying technician	April 28, 1972	June 14, 2017	2027	(a) no posts (b) no posts
Reuter, Franziska; Cologne ³ from October 22, 2025	Vice President Finance & Controlling at Ströer Content Group GmbH	April 3, 1988	October 22, 2025	2027	(a) no posts (b) no posts
Sardiña Gellesch, Christian; Solingen ³	Business economist	June 7, 1970	June 28, 2023 (initial appointment 2017–2022)	2027	(a) no posts (b) no posts
Schleich, Tobias; Frankfurt ³	Full-time chairman of the works council	April 24, 1972	June 22, 2022	2027	(a) no posts (b) no posts
Somberg, Stephan; Cologne ³	Labor Union Secretary	May 27, 1980	June 22, 2022	2027	(a) no posts (b) no posts
Sontheimer, Petra; Cologne	Management coach	October 7, 1970	June 15, 2018	2028	(a) no posts (b) no posts
Steinkamp, Dr. Dieter; Cologne	Advisor; business economist	April 30, 1960	June 11, 2024	2027	(a) Ströer Management SE, Düsseldorf; Stadtwerke Neuss Energie und Wasser GmbH, Neuss (b) no posts

² The term of appointment generally ends at the end of the relevant annual general meeting.

³ Employee representative.