



# Nonfinancial Group Report 2023

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## GLOSSAR

<b>CapEx</b>	<b>CEO</b>	<b>CMS</b>	<b>CSR-RUG</b>	<b>CSRD</b>	<b>ESRS</b>
Capital Expenditure	Chief Executive Officer	Compliance Management System	German Corporate Social Responsibility Directive Implementation Act	Corporate Sustainability Reporting Directive	European Sustainability Reporting Standard
<b>ESG</b>	<b>EU</b>	<b>GHG</b>	<b>HGB</b>	<b>H&amp;S</b>	<b>KGaA</b>
Environment, Social and Governance	European Union	Greenhouse Gas	German Commercial Code	Health & Safety	Limited Partnership with shares
<b>LkSG</b>	<b>OEM</b>	<b>OpEx</b>	<b>UN</b>	<b>SDGs</b>	<b>SE</b>
Supply Chain Due Diligence Act (German: Lieferkettensorgfaltspflichtengesetz)	Original Equipment Manufacturer	Operational Expenditure	United Nations	Sustainable Development Goals	Societas Europea

## STATEMENT OF THE CEO



**„The importance of sustainability permeates our entrepreneurial activities at Mutares as a fundamental principle that not only defines our daily work, but also paves the way for long-term success.“**

**ROBIN LAIK**  
CEO

### Dear Stakeholders,

the year 2023 was once again a successful business year for Mutares, characterized by high transaction activity. We made crucial decisions regarding the development of our portfolio, expanding it into four segments. By the end of the year, the Mutares group held 30 portfolio companies.

The integration of sustainability aspects into the three phases of value creation, which portfolio companies typically undergo during their affiliation with Mutares after an acquisition (realignment, optimization and harvesting), is not considered incidental but rather an integral part of our entrepreneurial actions. We view ourselves as private equity investors who actively participate in the transformation of our portfolio companies and act as responsible and entrepreneurial shareholders. As such, we sensitize our portfolio companies about sustainability issues and support them in the development and implementation of their strategies. Economic necessities such as efficient resource utilization, waste minimization in production processes, and recycling are both business imperatives while contributing to improving the CO<sub>2</sub> footprint.

With our Environment, Social, and Governance (“ESG”) approach, we also take into account our recent growth as well as the achieved size of our portfolio companies in various areas. For instance, in the Automotive & Mobility segment, we reached Tier-1 dimensions in the industry after consolidating our supply business under the umbrella brands Amaneos, FerrAI United, and HILO Group. With this scale, a distinct social and economic responsibility emerges, which we fulfil through proactive stakeholder engagement, transparent reporting and the implementation of ESG initiatives. Profitability and sustainability are not contradictory at Mutares; rather, they are complementary pillars of lasting success.

In 2023, Mutares took a significant expansion step into China by opening its own office in Shanghai. Through this expansion, we hope for new opportunities on the acquisition front. Additionally, with the Chinese economy being a leader in alternative propulsion systems within the automotive sector, gaining access to new technologies provides the opportunity to further contribute to sustainability efforts.

The continuous development of ESG regulation in Europe also required that affected companies modify their governance structures and adapt to the new regulatory requirements during the business year 2023. Mutares had already begun implementing

this transformation in 2022 to be well-prepared for new legislations to come into force, including the Corporate Sustainability Reporting Directive (“CSRD”) and the German Supply Chain Act. In 2023, we consistently pursued this transition and initiated the implementation of materiality analysis according to the requirements of the European Sustainability Reporting Standards (“ESRS”).

Our ESG approach remains central to our pursuit of sustainable growth, benefiting all stakeholders of Mutares. The experience and commitment of our employees, who guide our portfolio companies toward sustainable value creation, are of immense importance for our success. Therefore, on behalf of the board, I extend my gratitude to all Mutares Group employees for their significant dedication and contributions. My appreciation also extends to investors, partners, suppliers, and other stakeholders for their engagement.

Sincerely,

Robin Laik  
Chairman of the Management Board of Mutares Management SE

Munich, March 2024

## STATEMENT BY THE CHAIRMAN OF THE SUPERVISORY BOARD



**"The proactive involvement of stakeholders, transparent reporting and the implementation of ESG initiatives at Mutares show that economic success and sustainability are not mutually exclusive."**

**VOLKER ROFALSKI**  
CHAIRMAN OF THE  
SUPERVISORY BOARD

### Dear Stakeholders,

Mutares reflects on another successfully completed business year 2023, which was simultaneously marked by various challenges. Namely, geopolitical tensions and economic uncertainties were once again on Mutares' agenda. As a private equity investor with a business model inherently requiring high entrepreneurial engagement in the portfolio companies, dealing with external influences is a routine part of our work. However, the focus on sustainability has gained immense significance not least driven by the positive impact of sustainable practices on value development.

For Mutares, sustainable business means generating economic and social added value. Mutares consistently enforces this concept in its ESG approach and corporate strategy. By carefully considering ESG criteria in investment decisions, we have supported resilient business models, reduced risks, and fostered long-term value creation throughout the business year 2023.

As a controlling body, the Supervisory Board maintains a continuous dialogue with the management board and responsible employees. Additionally, the Supervisory Board also fulfilled its duty to audit the content of the separate non-financial Group report by continuously monitoring its preparation, in particular through the Audit Committee. It was involved in identifying key topics, related concepts, measures, and outcomes from the outset. The responsible project team at Mutares regularly updated the audit committee on the progress of the non-financial group report's development, providing essential information. With respect to management concepts and the selection of non-financial indicators, the Supervisory Board was directly involved to ensure alignment with the long-term corporate strategy.

Mutares' growth and value creation, both for the company and its portfolio, are ensured through close and active teamwork, where all participants are dedicated to a common goal. On behalf of the entire Supervisory Board, I extend heartfelt gratitude to the management board and all employees of the Mutares Group for their dedicated work.

Yours sincerely,

Volker Rofalski  
Chairman of the Supervisory Board

Munich, March 2024



Efacec is an integrated provider of solutions across the energy and electrical engineering field, headquartered in Porto (Portugal) and operating globally.

## THE MUTARES ORGANIZATION

Mutares SE & Co. KGaA, Munich, (hereinafter referred to as “the Company” or also “Mutares”) is an international listed private equity investor focused on special situations. After the acquisition, the business model comprises three phases of value creation that portfolio companies usually go through during their affiliation with Mutares: Realignment, Optimization and Harvesting. Accordingly, after the transformation (restructuring, optimization and repositioning) and/or development, the identified value enhancement potential is realized through the sale.

Mutares thus acts like a typical private equity investor for special situations. However, the stock market listing also enables a wide range of investors to participate directly in the business success of a private equity-orientated business model.

When selecting target companies (“targets”), Mutares focuses primarily on the acquisition of parts of large groups (carve-outs) and medium-sized companies in situations of transition. Mutares’ investment focus is on companies with high development potential, which already have an established business model – often combined with a strong brand. Against this backdrop, targets with the following characteristics are of particular interest to Mutares for an initial **acquisition** as so-called “platform investments” – i.e. as targets without direct operational links to a company already in the Mutares portfolio:

- **Spin-offs/Carve-outs of Groups**
- **Sales of EUR 100-750 million**
- **Established market position** (products, brand, customer base, technology/know-how)
- **Economically challenging situation or situation of upheaval** (e.g. pending restructuring)
- **Operational improvement potential along the value chain**
- **Focus of activities in a core region of Mutares, above all in Europe and increasingly also in China**

Mutares is committed to its portfolio companies during the entire time they are part of the Mutares Group and acts as a responsible and entrepreneurial shareholder who actively supports the upcoming change phases – based on extensive, long-term industrial and restructuring experience. The goal is to further develop the portfolio companies, which were unprofitable or unprofitable at the time of acquisition, through organic and inorganic growth and ultimately to sell them at a profit.

In fiscal year 2023, Mutares added a fourth segment to the previous three segments in light of the strong growth of recent years and with the strategic intention of expanding the target universe relevant to Mutares. Lapeyre, keeper Group and FASANA were separated from the Goods & Services segment and included in the new independent Retail & Food segment.<sup>1</sup> The signing of an agreement to acquire Gläserne Molkerei from the Emmi Group in July 2023 was the first step towards further strengthening this new segment. As of 31 December 2023, the portfolio of Mutares SE & Co. KGaA contains 30 operating investments or investment groups (previous year: 29), which are divided into the 4 segments (1) Automotive & Mobility, (2) Engineering & Technology, (3) Goods & Services and (4) Retail & Food.

### Automotive & Mobility

No	Portfolio Company	Industry
1	<b>Amaneos</b> <sup>2</sup>	Amaneos SE, Frankfurt; MoldTecs-01-2022 GmbH, Stuttgart, and its subsidiaries; Light Mobility Solutions GmbH, Obertshausen; SFC-Gesellschaften in Europe and India; Elastomer Solutions GmbH, Wiesbaum, and its subsidiaries
2	<b>FerrAI United Group</b> <sup>3</sup>	FerrAI United GmbH, Bad Wiessee; PrimoTECS S.p.A., Avigliana / Italy; Rasche Umformtechnik GmbH & Co. KG, Plettenberg, and its subsidiaries; Cimos d.d., Koper / Slovenia, and its subsidiaries; MMT-B SAS, Blanquefort / France; BEW Umformtechnik GmbH, Rosengarten and its subsidiaries; Selzer Fertigungstechnik GmbH & Co. KG and its subsidiaries; Gesenkschmiede Schneider, Aalen; Schöne Weiss & Co. GmbH, Hagen; Falkenroth Umformtechnik GmbH, Schalksmühle; Jeco-Jellinghaus GmbH, Gevelsberg; Walor International, Laval / France and its subsidiaries
3	<b>HILO Group</b> (formerly: KICO Group and ISH Group) <sup>4</sup>	KICO GmbH, Halver, and its subsidiaries; Innomotive Systems Hainichen GmbH and its subsidiaries in China und Romania; High Precision Components Witten GmbH, Witten
4	<b>iinovis Group</b>	iinovis Beteiligungs GmbH, Munich, and its subsidiaries
5	<b>Peugeot Motorcycles Group</b>	Peugeot Motorcycles SAS, Mandœuvre / France, and its subsidiaries

<sup>1</sup> The previous year’s figures reported below have been adjusted to reflect the new segment structure.

<sup>2</sup> Since fiscal year 2023, the previously separate subsidiaries MoldTecs Group, LMS and the SFC and Elastomer companies have been combined organizationally under the umbrella brand Amaneos.

<sup>3</sup> Since fiscal year 2023, FerrAI United Group has combined the previously separate investments Cimos Group, PrimoTECS and Rasche Umformtechnik as well as the add-on acquisitions of MMT-B, BEW, Selzer and Gesenkschmiede Schneider, Schöne Weiss & Co., Falkenroth Umformtechnik and Walor made in the fiscal year.

<sup>4</sup> HILO Group now combines the previously separately managed portfolio companies KICO Group and ISH Group, including the recently completed add-on acquisitions, into these two portfolio companies.

The portfolio companies in the **Automotive & Mobility segment** operate worldwide and supply renowned international original equipment manufacturers (“OEMs”) for passenger cars and commercial vehicles.

### Engineering & Technology

No	Portfolio Company	Industry
6	<b>Byldis</b>	Byldis Group B.V, Amsterdam / Netherlands and its subsidiaries
7	<b>Clecim</b>	Clecim SAS, Savigneux / France
8	<b>Donges Group</b>	Donges Steeltec GmbH, Darmstadt, and its subsidiaries
9	<b>Efacec</b>	Efacec Power Solutions SGPS, S. A., Porto / Portugal and its subsidiaries
10	<b>Gemini Rail Group und ADComms Group</b>	Gemini Rail Services UK Ltd, Wolverton / United Kingdom and ADComms, Scunthorpe / United Kingdom
11	<b>Guascor Energy</b>	Guascor Energy S. A. U., Zumaia / Spain and its subsidiaries
12	<b>La Rochette Cartonboard</b>	La Rochette Cartonboard SAS, Valgelon-La Rochette / France
13	<b>NEM Energy Group<sup>5</sup></b>	NEM Energy B. V., Zoeterwoude / Netherlands; Balcke-Dürr GmbH, Düsseldorf and its subsidiaries
14	<b>Steyr Motors Group</b>	Steyr Motors Betriebs GmbH, Steyr / Austria
15	<b>VALTI<sup>6</sup></b>	VALTI SAS, Montbard / France

The portfolio companies in the **Engineering & Technology segment** serve customers from various sectors, including the energy and chemical industries, public infrastructure and the rail sector, in particular in the area of plant and mechanical engineering.

### Goods & Services

No	Portfolio Company	Industry
16	<b>Asteri Facility Solutions und Palmia Group</b>	Asteri Facility Solutions AB Solna / Sweden; Palmia Oy, Helsinki / Finland and its subsidiaries
17	<b>Conexus<sup>7</sup></b>	EXI S.p.A., Rome / Italy and SIX Energy S.p.A., Milan / Italy
18	<b>Frigoscandia Group</b>	Frigoscandia AB, Helsingborg / Sweden, and its subsidiaries
19	<b>Ganter Group</b>	Ganter Interior GmbH, Waldkirch, and its subsidiaries
20	<b>GoCollective, ReloBus und Mobilitas (formerly: part of the Arriva Group)</b>	GoCollective A / S., Kastrup / Denmark and its subsidiaries; ReloBus Transport Polska Sp. Z. o. o., Torun / Poland; Arriva Litas d.o.o, Pozarevac / Serbia
21	<b>REDO</b>	Redo Oy, Vantaa / Finland
22	<b>Repartim Group</b>	REPARTIM SAS, Tours / France and its subsidiaries
23	<b>SRT Group</b>	SRT Group SAS Paris / France, and its subsidiaries
24	<b>Terranor Group</b>	terrator Oy, Helsinki / Finland, and its subsidiaries; terrator AB, Solina / Sweden, and its subsidiaries; terrator AS, Trige / Denmark

The portfolio companies in the **Goods & Services segment** offer specialized products and services for customers from various industries.

<sup>5</sup> The NEM Energy Group also includes the Balcke-Dürr Group, which was integrated in fiscal year 2023.  
<sup>6</sup> Valti was sold to the local management at the beginning of fiscal year 2024. As the sale was already highly probable as of the reporting date, the assets and liabilities of Valti were recognized and measured as held for sale in the Consolidated Financial Statements in accordance with IFRS.  
<sup>7</sup> In fiscal year 2023, the previously independent portfolio companies EXI and SIX Energy were merged and now operate under the name “Conexus.”



### Retail & Food

No	Portfolio Company	Industry
25	<b>FASANA</b>	FASANA GmbH, Euskirchen
26	<b>Gläserne Molkerei</b>	Gläserne Molkerei GmbH, Dechow, and its Münchehofe subsidiaries
27	<b>keeper Group</b>	keeper GmbH, Stemwede, and its Polish subsidiary
28	<b>Lapeyre Group</b>	Lapeyre Holding SAS, Aubervillier/France, and its subsidiaries
29	<b>Prénatal</b>	Moeder & Kind B.V., Amersfoort/Netherlands, and its subsidiaries
30	<b>TeamTex</b>	TeamTex Management SAS, Charvieu-Chavagneux/France and its subsidiaries

The portfolio companies in the **Retail & Food segment** are manufacturers and distributors in various industries, including household products and food processing.

### Mutares Country Entities

No	Portfolio Company	Industry
1	<b>Mutares France</b>	Mutares France SAS, Paris/France
2	<b>Mutares Italy</b>	Mutares Italy Srl, Milan/Italy
3	<b>Mutares UK</b>	Mutares UK Ltd, London/United Kingdom
4 + 5	<b>Mutares Nordics</b>	Mutares Nordics Oy, Vantaa/Finland; Mutares Nordics AB, Stockholm/Sweden
6	<b>Mutares Iberia</b>	Mutares Iberia S.L., Madrid/Spain
7	<b>Mutares Austria</b>	Mutares Austria GmbH, Vienna/Austria
8	<b>Mutares Benelux</b>	Mutares Benelux B.V., Amsterdam/Netherlands
9	<b>Mutares Poland</b>	Mutares Poland Sp.z. o.o., Czestochowa/Poland

Mutares SE & Co. KGaA fulfils the obligation to disclose non-financial information for the financial year 2023 in accordance with Sections 315b and 315c of the German Commercial Code (“HGB”) in conjunction with Sections 289b to 289e HGB with this non-financial Group report. This report also contains the disclosure obligations of the EU Taxonomy Regulation 2020/852 and the delegated acts supplementing Regulation (EU) 2020/852.

This non-financial group report describes the two dimensions of double materiality in accordance with the requirements of section 289c (3) of the German Commercial Code (HGB) and thus the impact Mutares has on the environment and society as well as the impact of external influencing factors on the Group. The focus areas of this non-financial consolidated report are the material topics that are considered to have the greatest impact on sustainable development and are therefore particularly relevant for Mutares and its stakeholders. For each of the goals Mutares has set in 2021, it also describes the associated challenges, the commitment made, the progress made and the outlook.

This report relates to the fiscal year 2023, which is based on the calendar year from 1 January to 31 December 2023.

Mutares provides ESG-related information at [mutares.com/en/compliance-esg](https://mutares.com/en/compliance-esg), where all reports, presentations and other information on sustainability topics are made publicly available.

## ACTIVITIES

We are the “investment entrepreneurs”.

The three phases of value creation that follow the acquisition are characterized in particular by the following features:

### Realignment

After acquiring targets through its own acquisition companies, Mutares identifies improvement projects along the entire value chain in the portfolio companies using its own specialists and in close cooperation with the local management, which in total result in a comprehensive optimization or transformation program.

### Optimization

The management and employees of the portfolio company play a key role in managing the change associated with **operational optimization**. Involving employees and management in the company’s success is an important element of the development strategy for Mutares. Through their close cooperation with Mutares consultants on site, the recovery course of the acquired companies is supported in a targeted manner by bringing in Mutares’ extensive restructuring know-how. Even after the successful completion of an initial optimization or transformation program, Mutares continues an active investment management. This includes the continuous improvement of processes and the monitoring of further development progress as part of ongoing close support.

Already during the operational stabilization of a portfolio company, **measures for growth** are examined, developed and implemented. These include initiatives for organic growth such as the broadening of the product portfolio through the development of innovative products or the development of new markets and sales channels, partly by means of investments in sales and (production) facilities. In addition, Mutares systematically looks for opportunities to develop its investments inorganically as well: With strategic additions, so-called “add-on acquisitions,” the rapid implementation of the planned growth strategy of a focused buy-and-build approach is aimed at.

### Harvesting

The **sale** of a portfolio company in order to realize the value is generally pursued by Mutares within a period of three to five years after its acquisition with the goal of achieving an appropriately high return on invested capital over the holding period. Over the entire life cycle (i.e. the period between the acquisition and the sale), the return on invested capital (ROIC) for Mutares should be a multiple of 7-10.

**Mutares pursues the private equity-typical strategy of allowing the shareholders to participate directly and continuously in the company’s success.**

Against this backdrop, a sustainable and attractive **dividend policy** is one of the main elements of the Mutares business model. The net income of Mutares SE & Co. KGaA is mainly derived from three different sources, namely revenues from the internal consulting business, dividends from portfolio companies and exit proceeds from the sale of investments. Sales revenues and dividends (mainly income from investments received in the same period) make up what is known as portfolio income. Due to this diversified revenue structure, Mutares believes that even in a year that was operationally difficult for various investments, it is generally in a position to generate a sufficiently high net income to be able to continue its long-term sustainable dividend policy. Against this backdrop, Mutares sees itself in a position to update its dividend strategy from financial year 2023 on in view of the strong growth of recent years, which now provides for an annual minimum dividend of EUR 2.00 per dividend-bearing share. In exceptionally successful financial years, the company will also consider the extent to which the remaining unappropriated surplus will also be distributed in the form of a possible bonus dividend when proposing the appropriation of profits in the future.

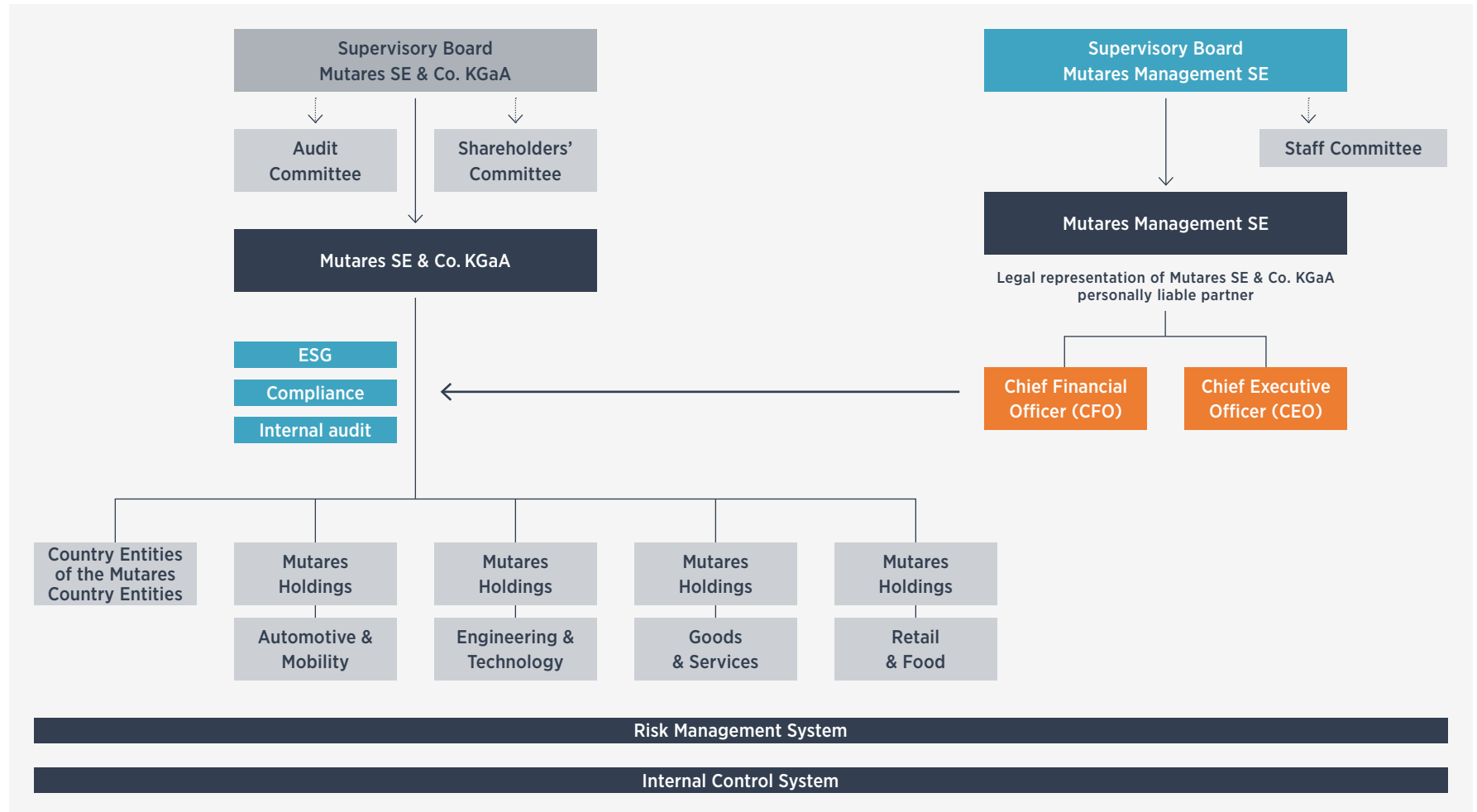
In addition to its domestic market of Germany, Mutares is present in other strategic core markets in Europe through a total of nine further offices, including in France, Italy, Sweden and Spain. This is intended to ensure a constant flow of deals based on a regional network. In addition, the expansion into China in financial year 2023 with the opening of an office in Shanghai and the planned opening of an office in the US in financial year 2024 have initiated further geographical expansion.

# GOVERNANCE

**Responsible corporate governance is firmly embedded in Mutares' corporate values.**

Mutares SE & Co. KGaA is organized in the legal form of a partnership limited by shares ("KGaA"), which is managed and represented by Mutares Management SE. In accordance with legal requirements, the governance structure of a limited partnership is based on the clear separation of active and passive shareholders and

a clear regulation of management powers and liability relationships. The following diagram shows the specific structure of governance for the Mutares Group.



### Mutares Management SE (personally liable partner)

In the legal form of a KGaA, management and representation are performed by the general partner. The sole general partner of Mutares SE & Co. KGaA is Mutares Management SE, whose Management Board ("Management Board") thus manages the business of Mutares SE & Co. KGaA and represents it externally. The Management Board currently consists of a Chief Executive Officer ("CEO") and a Chief Financial Officer ("CFO").

### ESG

The Management Board has established the position of ESG Officer for Mutares SE & Co. KGaA, who is also in charge of coordinating, developing and implementing non-financial reporting under the overall responsibility of the Management Board.

The ESG Officer reports regularly and as required to the Executive Board and the Supervisory Board of Mutares SE & Co. KGaA and its Audit Committee.

### Compliance

The Management Board has established the position of Compliance Officer for Mutares SE & Co. KGaA. Under the overall responsibility of the Management Board, this function is responsible for the application and further development of the established Compliance Management System ("CMS"), thus embedding its guiding principles in the corporate culture, particularly for new portfolio companies that are integrated into the Group. The Mutares Compliance Officer is also responsible for anti-corruption, data protection, fraud, money laundering, capital market compliance, antitrust law, sanctions list, the whistleblower system and the Supply Chain Compliance Act ("LkSG"), as well as compliance-related risk management. Further, the function entails the responsibility of the Human Rights Officer in accordance with § 4 Abs. 3 S. 1 of the German Supply Chain Due Diligence Act („LkSG“). Mutares has also appointed an external data protection officer in accordance with § 38 of the German Federal Data Protection Act, who regularly exchanges information with the Compliance Officer.

The Compliance Officer reports regularly and as required to the CFO and the entire Management Board as well as to the Supervisory Boards of Mutares Management SE and Mutares SE & Co. KGaA and their Audit Committee.

### Risk management system

Mutares SE & Co. KGaA is required by law (cf. Section 278 (3) AktG in conjunction with Section 91 (3) AktG) to operate and maintain an appropriate and effective risk management system, including an early risk detection management system pursuant to Section 91 (2) AktG.

Risk management, as the totality of all organizational regulations and measures for the early identification of risks and the adequate handling of the risks of entrepreneurial activity, has a high priority in the Group and plays a key role in the Mutares business model. The Management Board has therefore installed and organizationally anchored a systematic, multi-level risk management system.

The primary objective of Mutares' risk strategy is to identify existential risks and reliably avert them from the company while limiting risk costs to a necessary level. Furthermore, risks that threaten to miss the published forecasts if they materialize, thus leading to a failure to meet the expectations of the capital market, are to be avoided or mitigated in good time. Finally, Mutares' Compliance Management System ("CMS") is aimed at identifying and mitigating existential regulatory risks (in particular risks relating to corruption and bribery, antitrust and competition law, capital market law and money laundering law, hereinafter referred to as "compliance risks").

Using the risk management process<sup>8</sup>, actual and potential risks are identified, assessed and reported

<sup>8</sup> The identification of opportunities and the entrepreneurial perception of the identified opportunities represent the core of the Mutares business model and are therefore performed by original entrepreneurial functions. The focus of the Mutares risk management system is therefore on the management of risks in the narrower sense.

## Internal control system

The internal control system (“ICS”), as the totality of all systematically defined controls and monitoring activities, is aimed at ensuring the security and efficiency of business operations, the reliability of financial reporting, and the compliance of all activities with relevant laws and internal policies. In addition to safeguarding against financial reporting risks, the ICS therefore also includes general basic safeguarding against sustainability risks and compliance risks, for example.

In accordance with Section 91 (3) of the German Stock Corporation Act (AktG), the scope and design of the ICS are at the discretion and responsibility of the Management Board. The ICS supports the organizational implementation of the Management Board’s decisions. This includes the achievement of business objectives, the correctness and reliability of accounting (cf. the explanations in the following paragraph on the internal control and risk management system in relation to the accounting process), and compliance with the relevant legal requirements and regulations. Sustainability and compliance aspects are also taken into account and continuously developed on the basis of regulatory requirements.

The components of the ICS organization are anchored decentrally in the portfolio companies of the Mutares Group and comprise system-related controls as well as manual spot checks, system-related and manual reconciliation processes and the separation of executive and controlling functions (so-called “separation of functions”).

## Internal audit

Against the backdrop of growth, a significant conceptual expansion of Internal Auditing was initiated in financial year 2022. Among other things, the tasks, purpose, powers and responsibilities of Internal Audit were codified in Rules of Procedure (“Audit Charter”). This also stipulates that the Internal Audit department acts independently of the units to be audited, which is also ensured by organizational independence with reporting directly to the Management Board and the Audit Committee or Supervisory Board. Based on a risk-oriented assessment of relevant Group information (the “audit universe”), supplemented by the qualitative assessment of the Management Board and management, the annual audit plan was defined

by the Management Board and audit activities began in financial year 2023. As a result of the audits completed for financial year 2023, mitigating measures were agreed with the local management in the portfolio companies to address the audit findings, the implementation of which will be followed up by the Management Board and Internal Audit in financial year 2024. In addition to the regular audits in accordance with the audit plan, Internal Audit is also deployed on an ad hoc basis to clarify and mitigate emerging risks that require significant action.

## Supervisory Board and Audit Committee

The Supervisory Board of the Company shall consist of four members elected by the General Meeting. The members of the Supervisory Board shall be appointed by the General Meeting for the period until the end of the General Meeting which resolves on the discharge for the fourth financial year after the beginning of the term of office, unless the term of office is determined otherwise. The financial year in which the term of office begins shall not be included in this calculation. The general meeting shall decide on the amount of the remuneration of the members of the supervisory board. In accordance with Section 171 (1) of the German Stock Corporation Act (AktG), the Supervisory Board has the duty to examine the separate non-financial group report.

The Supervisory Board has established the Audit Committee of Mutares SE & Co. KGaA in accordance with Section 107 of the German Stock Corporation Act. This Audit Committee consists of two members and performs the tasks assigned to it by the German Stock Corporation Act. It is also instructed by the Supervisory Board to supervise the proper preparation of the non-financial report.

The Supervisory Board and Audit Committee of Mutares SE & Co. KGaA regularly address ESG-topic within their meetings and, on the basis of regular meetings with the Management Board, jointly focus on the risks and opportunities associated with the various ESG topics for Mutares.

### Shareholders' Committee

The Shareholders' Committee consists of four members who are elected by the General Meeting. It has representation and management authority for the legal relationships between the Company on the one hand and the general partner and/or the members of its executive bodies on the other. The Shareholders' Committee is responsible for carrying out the matters assigned to it by the General Meeting or the Articles of Association. Further, it holds the responsibility for deciding on management measures with related parties that require approval in accordance with Section 111b (1) German Stock Cooperation Act.

## SUSTAINABILITY STRATEGY, POLICIES AND PRACTICES

### WE SUPPORT



For Mutares, acting and operating in a sustainable manner is an integral part of the corporate philosophy. Both the Executive Board and the employees are aware of their responsibility and the relevance of the material sustainability topics that are critical to the Group's success. In the phases of optimization, repositioning and/or development of portfolio companies, ESG factors are part of the daily decision-making alongside financial stabilization. Mutares' approach to future-proofing companies for the long term is guided by the following four ESG-related values:

- **Drive Value.** The aim is to increase the value of each portfolio company through successful operational restructuring, optimisation and transformation; this benefits employees by fostering a more secure job environment, while also benefiting other stakeholders.
- **Enhance Sustainability & Efficiency.** We want to reduce CO<sub>2</sub>-emissions, water usage, plastic consumption, while increase sustainable energy sources across all portfolio companies.
- **Enhance Diversity & Talent.** Our international, diversified expertise of our key talent is our most important asset. Mutares is dedicated to the continuous development of employee diversity and the encouragement of top performers to cultivate their talents.
- **Independent Governance.** Mutares' governance respects the independence of the portfolio companies.

Given this context, Mutares is firmly committed to sustainable and ethical corporate governance and growth. As such, it has pledged to adhere to the United Nations Global Compact's ten principles starting from the 2021 financial year. This includes Mutares continuously reporting on the contributions the group makes in line with the principles of the United Nations Global Compact. The progress for the reporting period from January 1, 2023, to December 31, 2023, will be disclosed again through the United Nations' online platform. This non-financial group report will address the topics that are among the key principles of the UN Global Compact: (i) human rights, (ii) labor standards, (iii) environment, and (iv) corruption prevention.



Mutares acknowledges that a restructuring-focused business model necessitates dedicated efforts to promptly align newly acquired portfolio companies with Group standards concerning ESG and the reporting thereof. In light of Mutares' corporate responsibility, these efforts are indispensable and further contribute to the overall economic success of the entire group. ESG aspects are therefore consistently addressed within the portfolio companies, each with their unique business models. For this purpose, project-specific investment and operations teams comprised of Mutares consultants work closely together in coordination.

The Mutares teams support portfolio companies in the ESG realm across all four phases of the Mutares business approach:

**By implementing a forward-looking business strategy and management within the acquired companies Mutares creates long-term value.**

### Acquisition

ESG aspects are integrated into the due diligence process before the acquisition of a new portfolio company. The objective is to identify and assess ESG risks to avoid them or estimate the effort required for mitigation. Additionally, certain sectors, specifically the manufacturing and distribution of tobacco products and weapons, are excluded as investments or limited to a low level of under five percent of the total group revenue, in accordance with the regulations for sustainable financing. The public is promptly informed by Mutares through press releases and/or mandatory disclosures regarding all acquisitions made.

### Realignment

After the completion of an acquisition, Mutares' first task is to ensure the long-term and profitable market presence of the acquired company. In addition to any financial support, Mutares provides management know-how and expertise through Mutares' own operations team, which brings industry-specific and future-oriented management to the acquired company.

This includes identifying ESG issues that need to be addressed as part of the restructuring process and meeting sustainability reporting requirements from the moment the portfolio company joins the Mutares Group. Any organisational changes required at portfolio companies during the realignment phase are usually agreed with employees and employee-related stakeholders such as the works council, trade unions and the local community.

### Optimization

Mutares integrates ESG-related measures into the day-to-day operations of its portfolio companies primarily during the optimisation phase. These can also include targeted capital investments in individual portfolio companies, which, in addition to positive cost effects, can also have a positive impact on the efficiency and sustainability of the respective portfolio company - for example through energy efficiency instalments.

### Harvesting

Portfolio companies entering the Harvesting Phase undergo preparation for their exit from the Mutares group. While financial returns take precedence during this phase, Mutares also aims to ensure that these companies are more sustainably managed upon exit compared to their initial acquisition. In pursuit of this goal, portfolio companies are anticipated to establish sustainable management procedures and reporting mechanisms before their exit, in accordance with the changing demands of sustainability regulations.



## STAKEHOLDER ENGAGEMENT

Mutares strives to align the expectations of stakeholder groups in the conduct of its business. Stakeholders are individuals, companies, institutions and interest groups that actively cooperate with Mutares and thus can influence the activities of Mutares and its portfolio companies or are affected in some way by Mutares' business activities.

Mutares considers collaborative engagement with all stakeholders essential for achieving a successful turnaround. Hence, the company openly encourages input from stakeholders regarding potential enhancements, especially concerning ESG matters. Embracing an open communication, Mutares offers stakeholders the opportunity to reach out directly or utilize the established whistleblower system.

**The most important stakeholder groups with which Mutares regularly interacts and seeks dialogue are:**

### Employees

The employees of Mutares-Holding and its portfolio companies are key success factors for the Group. Through teamwork with flat hierarchies and fast communication channels, Mutares aims to support and develop the top performers in Mutares and its portfolio companies.

”

Lena An der Lan  
Head of Human Resources



On the road to success, employees are not only part of the process, but also the driving force behind our progress. Their needs and perspectives are key components for successful corporate development and long-term value creation.”


## STAKEHOLDER ENGAGEMENT

### Customers of the portfolio companies

The customers of the portfolio companies are decisive for the economic success of the respective portfolio company, influence its market reputation and contribute to its sustainable development. It is therefore very important for each portfolio company to understand the needs of its customers and ensure their satisfaction.

”

**Sergey Tyshchenko**  
Head of Commercial Excellence



Customers are not only buyers of our products and services, but also the source of our inspiration and innovation. Understanding and fulfilling their needs is not only our goal, but our passion that drives us to continuously achieve excellence.”



”

**Fatmir Veselej**  
Head of Operations

Our portfolio companies are not just business partners, but co-creators of our success. Their independent development is at the centre of our strategy.”

### Portfolio Companies

The portfolio companies serve as central stakeholders for Mutares, given the parent company's role as a turnaround manager. Mutares views these portfolio companies as crucial partners in shaping its success and reputation. Even upon integration into the group, Mutares empowers its portfolio companies to grow autonomously, maintaining independence and sustainability.

## STAKEHOLDER ENGAGEMENT



**Mark Friedrich**  
Chief Financial Officer Mutares

”

As CFO, it is my responsibility to ensure the financial health of the company while maximising value for our shareholders. Through transparent financial reporting and a sustainable financial strategy, we strive for long-term success and growth in order to strengthen the trust of our shareholders.”

### Shareholders and Lenders

Communicating Mutares' economic status extends beyond the mandatory delivery of financial reports and conducting the Annual General Meeting. It includes regular press releases and specific investor events, such as roadshows and the annual Capital Markets Day. Overall, Mutares pursues the goal of providing shareholders and lenders as well as all other interested stakeholders with transparent and comprehensive information on value creation, financial stability and sustainability aspects as well as the resulting opportunities and risks arising from its business activities through a combination of mandatory reporting and supplementary voluntary communication.

### Sellers and buyers in company transactions

Due to the business model of acquiring and selling portfolio companies, Mutares relies on trust- ing relationships and an open dialogue with the stakeholders involved at every stage of the transaction.

”

**Philip Szlang**  
Head of M&A West



In our complex operating environments, successful M & A deals demand strategic relationship management with all stakeholders, not just the direct counterparty. This fosters trust and sets the stage for a smooth post-acquisition transition.“

## STAKEHOLDER ENGAGEMENT

### Suppliers of the Portfolio Companies

The portfolio companies' suppliers are strategic partners whose influence can affect the performance and success of both the individual portfolio companies and Mutares as a whole. A transparent, collaborative and long-term supplier relationship is therefore essential for the sustainable development and competitiveness of the portfolio companies.

**Luca Ruisecco**  
Head of Purchasing



”

Purchasing is not only an opportunity to reduce costs, but also to promote innovation and create long-term value. At Mutares, we view procurement as a strategic partnership that lays the foundation for our success.”

### Policy Makers

Policy makers have a considerable influence on the business environment through the creation, amendment and enforcement of laws and regulatory requirements. In regulated industries in particular, the way in which political decision-makers act can have a significant impact on the business opportunities and business risks of

Mutares and the individual portfolio companies. Mutares strives to shape the necessary responses to changes in the regulatory environment with due consideration to all relevant stakeholders.



**Jessica Mair**  
Senior Manager  
Marketing & Communication

”

Enhancing brand awareness is not just about recognition; it's a strategic move that fortifies our competitive stance, ensuring we stand out and remain resilient in the marketplace.”

### Media

The media are a relevant stakeholder for every company, including Mutares, and play a key role in shaping a company's reputation. To ensure uniform and transparent reporting on the Mutares Group, an active dialogue with the relevant media groups is maintained by the Mutares professionals.

## SUSTAINABILITY RISKS

Sustainability risks can include environmental, social or governance risks (“ESG,” for short) and, if realized, can have an impact on Mutares’ reputation in addition to its earnings and liquidity position.

Environmental risks<sup>9</sup> include risks to the health of people, living creatures, the environment and nature and can arise from a company’s business activities and its products (“inside-out view”). Causes can include waste, chemicals and raw materials that cause air, soil and water pollution. Mutares may be exposed to these risks at the level of the portfolio companies, by taking over hidden soil and groundwater damages, for example, which could lead to cost-intensive remediation requirements. By means of a careful examination of possible environmental risks and their costs, Mutares already deals with the acquisition of a target company in the context of due diligence before the acquisition. Environmental risks can also arise as a result of an accident, if harmful substances leak into the environment, for example. The occurrence of such environmental risks is counteracted by an active approach to environmental protection and occupational safety as well as the training of employees at the producing sites of the portfolio companies.

Furthermore, environmental risks can also consist of climate-related risks that are physical or transitory in nature (so-called transition risks).

**Physical climate risks** comprise risks from direct damage to and/or costs for a company (“outside-in view”) as a result of physical phenomena such as extreme weather events. A distinction is made between increasing frequency and intensity (acute climate risks) and longer-term changes in mean values and fluctuation ranges of various climate variables (chronic climate risks). Mutares counters the acute, physical climate risks, which can have an impact on the earnings and liquidity situation, through a shutdown of operations or through repair and investment costs, for example, at the portfolio company level. Among other things, building damage insurance policies that cover the operating sites can also include claims from natural disasters. Chronic, physical climate risks could be relevant for those portfolio companies that conduct their business activities in locations that are more exposed to extreme weather events in the future, such as coastal locations.

These are not yet directly affected by loss events today, but could be affected in the future due to the impact of climate change. If a portfolio company is affected by chronic, physical climate risks, this is countered by physical measures such as flood protection.

Chronic, physical climate risks have not materialized for the Mutares Group as of the current status, nor have any material chronic, physical climate risks been identified.

**Climate-related transition risks.** Dealing with climate-related transition risks is of crucial importance for Mutares and the sustainable development of both the Group and many of its portfolio companies. Mutares therefore expanded the Group’s ESG management and the related advice to portfolio companies in financial year 2023 and will continue this expansion in financial year 2024. Climate-related transition risks are already systematically addressed in the acquisition process and the risks identified are included as standard in the decision-making process for an acquisition.

However, these extensive measures cannot completely rule out climate-related transition risks. This applies not only, but in particular, to climate-related transition risks that materialize as a result of new legislation, regulatory changes and mentality-related structural changes to relevant framework conditions and/or markets and have a negative impact on the business activities of individual portfolio companies.

For example, consumers’ increasing orientation towards climate protection leads to market risks for a company’s products and services that do not contribute to a CO<sub>2</sub>-neutral overall economy.

Mutares takes such foreseeable or possible changes in the framework conditions in the context of climate policy measures by the EU or national governments into account when making acquisition decisions.



Conexus is a specialist in the design, construction and maintenance of overhead and underground networks, power transmission and distribution as well as the design and implementation of mobile and fixed telecommunications networks.

## MANAGEMENT OF MATERIAL TOPICS

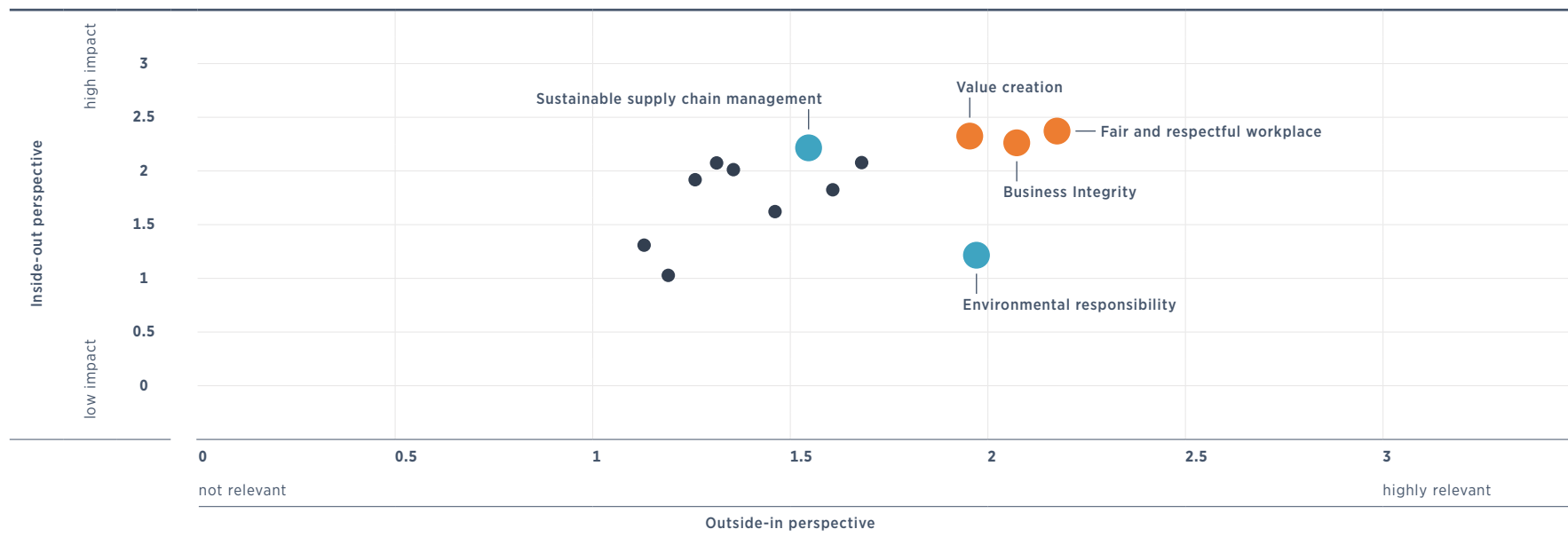
To identify material sustainability aspects, the Mutares Group's materiality analysis was last updated in the 2021 fiscal year and continues to form the basis for this non-financial Group report. Due to the latest regulatory developments on sustainability reporting and corporate materiality assessments, Mutares is currently working on an updated materiality analysis in accordance with the requirements of the CSRD and the implementation of the ESRS. The material topics were assessed in terms of Mutares' impact on the environment and society and their respective relevance for business success from an outside-in and inside-out perspective in accordance with the requirements of section 289c (3) of the German Commercial Code (HGB). From the materiality analysis for the 2021 financial year – the content of which the Management

Board considers to be applicable unchanged to the current 2023 financial year – three sustainability aspects/issues are material for the Mutares Group, namely:

**(i) Business Integrity – (ii) Fair and Respectful Workplace – (iii) Value Creation**

In addition to the material topics, it was also decided in 2021 to include the topics of sustainable supply chain management and environmental responsibility, which were not identified by stakeholders as material in terms of the defined materiality thresholds but were ranked fourth and fifth. From the perspective of Mutares, these two topics are also considered material because of their relevance to potential internal or external impacts from both the company's and stakeholders' perspectives.

MATERIALITY MATRIX



Outside-In Perspective: Effect of sustainability topics on the business performance, development and position  
 Inside-Out Perspective: Impact of Mutares' business on society, the environment and the economy

The following aspects were assigned to the material topics:

<b>Business Integrity</b>	<b>Fair and Respectful Workplace</b>	<b>Value Creation</b>	<b>Sustainable Supply Chain Management</b>	<b>Environmental Responsibility</b>
Ethical Business Practices and Compliance	Health, Safety and Wellbeing of the Employees	Sustainable Economic Stability	Human Rights Compliance	Ressource Efficiency
Information Security and Data Protection			Supply Chain Management	Circular Economy
<b>Statutory nonfinancial reporting requirements</b>				
Respecting Human Rights	Employee Matters	Environmental Matters	Respecting Human Rights	Environmental Matters
Combating Corruption and Bribery	Social Matters	Social Matters	Combating Corruption and Bribery	



Mutares' activities to manage the identified material issues can be mapped to selected UN SDGs, which, together with the Mutares Sustainability Strategy and the aspects of

the CSR RUG, are summarised in the table below, providing a summary overview of Mutares' approach to managing the identified material issues.

Material Topics	ESG value driver	Goal	Time frame	KPI	CSR-RUG Aspect	SDG
<b>Business Integrity</b>	<b>Ethical Business Practices and Compliance<sup>1</sup></b>	Group-wide roll-out of our existing Compliance Management System	2024	Portfolio Companies for which the Group-wide CMS was initiated in the reporting year	Combating Corruption and Bribery	16: Peace, Justice and strong institutions
		Group-wide Roll-out of the Mutares Code of Conduct	2023	Share of portfolio companies with a code of conduct established in the reporting year, in % New employees trained on the code of conduct in the reporting year, in %	Respecting Human Rights	
		Sanction and Violation-Screening System	2023	Confirmed incidents of corruption or bribery in the Mutares Group in the reporting year		
<b>Fair and respectful work place</b>	<b>Health, Safety and Wellbeing of the Employees</b>	Implementation of a Zero-Accident Safety Culture	2023	Occupational accidents <sup>2</sup> and fatalities of employees in an employment relationship with Mutares or its portfolio companies Portfolio companies with valid ISO 45001 (occupational health and safety) certification in the reporting year	Employee Matters Social Matters	8: Decent work; 10: Reduced Inequalities; 3: Good Health and Well-being; 4: Quality Education
		Increase Diversity (Gender and Nationality)	2026	Characteristics of the undertaking's employees (ESRS S1-6)		
<b>Value Creation</b>	<b>Sustainable Economic Stability</b>	Integration of ESG Practices into Business Operations	2023	Introduction of ESG review and reporting and the Creation of an ESG position to drive ESG practices in business operations	Environmental Matters	8: Decent work and economic growth; 9: Industry, innovation and Infrastructure
		Integration of ESG Key Performance Indicators into Financial Reporting System	2022	ESG KPIs integrated		

<sup>1</sup> The goal defined in 2021 of establishing an anonymous whistleblower hotline accessible to all employees by 2023 will be removed as part of the 2022 non-financial Group report as decided by the management board in 2023. Mutares will meet this goal as part of the obligations of the EU Whistleblower Directive.

<sup>2</sup> Any accident resulting in an injury or illness with a loss of time of at least one day, excluding fatalities.

Material Topics	ESG value driver	Goal	Time frame	KPI	CSR-RUG Aspect	SDG
<b>Sustainable Supply Chain</b>	<b>Human Rights Compliance &amp; Sustainable Supply Chain Management</b> <sup>3</sup>	Implementation of Supplier and Business Partner Code of Conduct	2022	Share of portfolio companies with a code of conduct for suppliers and business partners implemented in the reporting year, in %	Combating Corruption and Bribery	8: Decent work and economic growth
<b>Environmental Responsibilities</b>	<b>Environmental Responsibilities</b>	Reduce CO <sub>2</sub> by minimum 10% in each Portfolio company throughout their affiliation to Mutares Group	2028	Investments in LED lighting, increasing the proportion of green energy, investments in solar collectors and combined heat and power plants, increasing the proportion of recycled and biomaterials, investments to reduce emissions	Environmental Matters	7: Clean Energy; 13: Climate action
		Increasing the number of ISO 14001 and ISO 50001-certified Portfolio companies	2023	Portfolio companies with valid ISO 14001 and 50001 certification in the reporting year		
	<b>Ressource Efficiency</b>	Introduction of energy efficiency programs <sup>4</sup>	2023	Energy efficiency programmes implemented in the reporting year		

<sup>3</sup> The goal defined in 2021 of integrating social and environmental criteria into supplier auditing by 2023 was removed in the context of the non-financial Group report 2022 on the basis of a decision by the Board of Management, as there is a significant overlap with the obligations under the LkSG from January 1, 2023

<sup>4</sup> Shortening of the target formulation due to a historical formulation error

## BUSINESS INTEGRITY

**Strong business integrity is critical to maintaining the trust of customers, investors and other stakeholders, and to achieve long-term success and growth.**

**The aspects of ethical business practices and compliance as well as information security and data protection** are assigned to the material topic of integrity.

In Mutares' dynamic business environment, strict compliance with laws and standards for ethical business conduct is essential to ensure trust in Mutares. Integrity is therefore the basic prerequisite for all interactions with stakeholders. Mutares pays particular attention to the areas of combating corruption and

bribery, preventing money laundering and terrorist financing, capital market compliance and competition law.

In the fiscal year 2021, targets, measures and ESG key performance indicators ("KPIs") were developed for this material topic, which the Management Board believes to remain valid for the 2023 fiscal year:

Target <sup>1</sup>	Time frame	Measure	KPI
Group-wide roll-out of our existing Compliance Management System	2024	Standard procedure for the introduction of appropriate compliance procedures in each new portfolio company after the acquisition	Relative share of portfolio companies for which the implementation of the CMS was initiated in the fiscal year, in % Relative share of portfolio companies where a CMS has been implemented, in %
Group-wide Roll-out of the Mutares Code of Conduct	2023	Supporting and advising portfolio companies on the implementation of local codes of conduct. In this context, Mutares provides the Code of Conduct to the portfolio companies as a template for their local document. As part of regular employee training and as part of the onboarding process of new employees of Mutares Holding, they are trained on the contents of the Code of Conduct	Share of portfolio companies for which a code of conduct was established in the fiscal year, in % Share of employees <sup>2</sup> , who received training on the Code of Conduct in the fiscal year, in % Percentage of new employees <sup>3</sup> , who received training on the Code of Conduct in the fiscal year, in %
Establishment of a sanction and review system for violations of the Code of Conduct	2023	Standard procedure for establishing a sanction and review system for violations of the Code of Conduct in each new portfolio company after acquisition	Number of confirmed incidents of corruption or bribery in the Mutares Group in the fiscal year

<sup>1</sup> The target defined in 2021 of setting up an anonymous whistleblower hotline accessible to all employees by 2023 has no longer been specifically addressed in non-financial reporting since fiscal year 2022 in accordance with a decision by the Executive Board, as Mutares fully complies with this objective under the obligations of the EU Disclosure Directive.

<sup>2</sup> the Mutares holding company and national companies.

<sup>3</sup> the Mutares holding company and national companies.

### Ethical business practices and compliance

Mutares' internal legal and compliance teams works continuously on the implementation of compliance management measures aimed at ensuring the lawful conduct of all employees and portfolio companies.

The compliance management measures can be summarized in the **Compliance Management System ("CMS")**. Mutares' CMS ensures compliance with laws and internal regulations in line with the Group's activities. In addition, the CMS ensures the uniform implementation of standardized compliance processes and procedures throughout the company. This consistency ensures that requirements are applied uniformly, reducing the likelihood of misconduct.

Mutares' CMS is designed to detect and prevent potential violations in advance by using a systematic approach to identify compliance risks and mitigate them with appropriate measures. Mutares has therefore implemented a code of conduct for all relevant compliance risks. The CMS also includes communication measures, an anonymous whistleblower hotline and binding guidelines. The latter include anti-corruption, capital market compliance, antitrust law, misuse of financial resources (terrorist financing and money laundering) and data protection. The software implemented for policy management ensures that the employees of the Mutares holding company and the country entities have access to the policies that apply to them at all times and are fully informed about their regulations.

The portfolio companies are obliged to set up an appropriate CMS as part of their corporate governance, including the implementation of a defined responsible function. As in previous years these activities were managed by the Mutares compliance officer. The results of the activities are summarized in the table below.

#### COMPLIANCE MANAGEMENT SYSTEM

	2023	2022
Relative share of portfolio companies for which the implementation of the CMS was initiated in the fiscal year, in %	14 %	28 %
Relative share of portfolio companies for which a CMS has been implemented, in %	29 %	28 %

Against the backdrop of a business model geared towards the acquisition, restructuring and subsequent resale of portfolio companies, the composition of Mutares' portfolio is subject to constant change. New acquisitions influence the proportion of portfolio companies that maintain a CMS. The sale of portfolio companies with a successfully implemented CMS tends to lead to a reduction in the key figures at Group level, as does the acquisition of portfolio companies, as these often do not yet meet Mutares' requirements with regard to an implemented CMS and therefore still have to go through the standard implementation process.

Mutares' Code of Conduct, which describes how Mutares' values should be reflected in daily actions, is an integral part of Mutares' corporate culture. The Code of Conduct applies to all bodies and employees of Mutares SE & Co. KGaA and Mutares Management SE as the managing partner of Mutares SE & Co. KGaA as well as for all bodies and employees of the direct subsidiaries.

Mutares expects all employees – regardless of hierarchical level – to act in accordance with the Code of Conduct. The Executive Board, local management in the portfolio companies and other managers act as role models and bear a special responsibility for acting with integrity and complying with the standards and expectations defined by Mutares.

#### INTRODUCTION OF THE MUTARES CODE OF CONDUCT

	2023	2022
Share of portfolio companies for which a code of conduct was established in the fiscal year, in %	87 %	83 %

**The effective protection of data and information is indispensable for Mutares.**

Training on the content of the Code of Conduct ensures that employees understand and are guided by the company's values, promoting a workplace culture that reflects the company's mission and vision.

The employees of the Mutares holding company and the national companies are trained by the Compliance Officer and other relevant Mutares stakeholders on the content of the Code of Conduct and the relevant guidelines. For employees in more than ten countries, this takes the form of a combination of online and classroom training. In addition, all new employees are trained on the content of the Code of Conduct as part of the mandatory onboarding event. Furthermore, defined target groups are trained as required on particularly relevant individual topics, such as antitrust risks for companies in relevant sectors. The Compliance Officer regularly reports to the Management Board on the progress of the training measures.

**TRAINING ON THE CONTENT OF THE CODE OF CONDUCT**

	2023	2022
Share of employees who received training on the Code of Conduct in the fiscal year, in %	83 %	70 %
Share of new employees trained on the Code of Conduct in the fiscal year, in %	96 % <sup>1</sup>	97 %

<sup>1</sup> Exclusive new employees in the interns and working students category.

The employee onboarding event for employees joining between January and November of each calendar year take place in the beginning of the respective starting month. A small fraction of employees joining in the month of December can only participate in the onboarding event in January of the following year due to the shortened working month. The restriction of the non-financial Group report to the fiscal year, corresponding to the calendar year, results in a small share of new employees being omitted in the share of new employees trained on the Code of Conduct.

Mutares' expectations regarding ethically correct and honest behavior also apply to all third parties who have a business relationship with Mutares, namely business partners and suppliers. The Code of Conduct for Suppliers and Business Partners, which covers all relevant areas of corporate governance and environmental responsibility, including antitrust law, anti-corruption, capital market compliance,

environmental protection and human rights, is available on the Mutares website ([ir.mutares.de/corporate-governance](https://ir.mutares.de/corporate-governance)) and is sent to business partners.

Mutares also supports and advises the portfolio companies in establishing their own code of conduct for suppliers and business partners.

Violations of legal provisions or internal compliance regulations can have serious consequences not only for individual employees, but also for Mutares. For this reason, Mutares consistently investigates all indications of violations of the Code of Conduct and all indications of human rights and environmental risks in relation to business activities.

Mutares sanctions any misconduct appropriately, without exception and regardless of the rank and position of the persons involved or affected.

To enable reporting of possible misconduct and violations, Mutares has established a corporate culture based on open communication with flat hierarchies that allows questions and reports to be addressed without fear of retaliation or negative consequences. As in the previous year, no corruption or bribery behaviour was identified throughout the Group in the 2023 fiscal year.

Mutares has set up a whistleblower portal that allows whistleblowers to anonymously report violations of the law or the company's Code of Conduct. The Compliance department examines all such reports independently; if necessary, independent external consultants specializing in compliance issues are also consulted for the examination. Depending on the results of an internal investigation, suitable countermeasures are defined and implemented in order to remedy any misconduct and improve systemic weaknesses.

Mutares also supports and advises the portfolio companies in the implementation of local resources in accordance with the EU Whistleblower Directive. In this context, Mutares provides the portfolio companies with modern, web-based whistleblowing portals. The responsible departments consistently follow up on incoming reports of potential violations at the portfolio companies. They receive regular advice and support from the Mutares Compliance Office.

The Mutares Compliance Officer also reports directly to the Audit Committee of the Supervisory Board of Mutares SE & Co. KGaA once a year and, if necessary, additionally on an ad hoc basis on the development of compliance management at Mutares and any compliance violations.

### Data protection and information security

The careful handling of personal data plays a decisive role in all of Mutares' business processes, but especially in the acquisition and sale of portfolio companies. However, such careful handling is also demanded by the suppliers and customers of Mutares and the portfolio companies. For this purpose, a data privacy assessment is carried out at each portfolio company, in which the current implementation status is evaluated, and measures are initiated for the sustainable improvement of the protection of personal data. Mutares is also in contact with the respective data protection officers.

The highest standards and compliance with data protection regulations are essential to Mutares' business. Failure to comply with these requirements can result in civil, criminal and labor law consequences.

Negative effects such as fines, non-compliance with compliance requirements or the loss of reputation of Mutares or the portfolio companies due to data protection violations would impair business success. For this reason, Mutares, in close cooperation with the external data protection officer, has drawn up a data protection concept with corresponding guidelines for all employees of the Mutares holding company and the national companies.

Information security is of the utmost importance to Mutares. The rapid development of digital technologies has revolutionized the business world but has also brought with it new challenges and risks.

The business and production processes and the internal and external communication of companies are based to a large extent on information technologies. The requirements for information security are constantly changing and increasing – particularly with regard to the confidentiality, availability and integrity of personal data, but also increasingly with regard to authenticity, non-deniability, obligation and reliability.

Regulatory requirements regarding the implementation of information security-relevant requirements are also increasing and are of growing importance and significance regardless of the industry.

In order to ensure the protection of sensitive company data and information, it is essential to implement robust information security measures. The increasing threat of cyber-attacks requires a proactive approach to ensure the integrity, confidentiality, and availability of corporate data. By implementing advanced security protocols and training for employees, we not only protect our digital assets, but also strengthen their resilience to the challenges of an uncertain global situation.

The following KPIs are collected and analyzed by Mutares as part of regular awareness campaigns: click-and interaction-rate with simulated phishing emails. Depending on the result of the respective KPI, immediate measures are taken to mitigate identified risks. The responsible line manager also receives regular, automated notifications about the progress of the employees responsible for them.

Attacks on IT networks, infrastructure, applications and systems as well as targeted interception of digital, analogue and spoken information also pose a risk to Mutares. A significant disruption or failure of the systems used can lead to a disruption of business and production systems, including a complete loss of information and data, and cause financial, compliance and reputational damage. For this reason, monitoring and training employees on the hardware, software, network and security guidelines used, including access and data protection security concepts, is an integral part of risk prevention.

Mutares' IT structures and data flows are standardized where appropriate. In order to prevent potential outages, data loss, data manipulation and unauthorized access to the IT network, Mutares applies up-to-date, industry-specific standard software from well-known providers. Back-up systems and mirrored databases secure the data stock in the long term and guarantee availability. The IT systems are protected by special access and authorization concepts as well as an effective and continuously updated anti-virus software. All business processes of Mutares Holding and the national companies in which personal data is processed are recorded, evaluated and transferred to a data protection management system as part of GDPR compliance. Detailed guidelines and work instructions on data protection and information security are available to employees.

Newly acquired portfolio companies are regularly confronted with the challenge of separating the existing IT systems from the IT landscape of the former parent company in a timely manner and without system failures. Such conversion phases are also associated with the risks described above. Mutares generally pursues the approach of subjecting the portfolio companies to a technical modernization as part of the carve-out, replacing outdated systems and hardware and thereby increasing the IT security standard as well as identifying and implementing applicable standards and laws in the security context. The security level of the company in question is already evaluated as part of the due diligence process. The aim is to use state-of-the-art systems and applications, taking into account a standardized cost-benefit analysis and the use of cloud technologies for the efficient and secure provision of business processes.

The increase in attacks on commercial enterprises with the aim of sabotage, blackmail or industrial espionage in recent years reinforces Mutares' approach of continuously reviewing and improving its standards. In 2024, Mutares will continue to expand its risk-minimizing measures with regard to data protection and information security as planned. These include structured internal and external penetration and vulnerability tests. In addition, IT security training will be continuously updated in 2024 and expanded to include current threats.

### Segment- and lifecycle-dependent aspects

The respective phase in the life cycle of the portfolio company is of great importance with regard to the design of the compliance management measures of a portfolio company, as this has an influence on the respective compliance performance. Relevant compliance-related criteria are already considered during the acquisition phase and corresponding findings are taken into account in investment decisions. In the first phase after an acquisition (realignment), portfolio companies are regularly under great pressure to transform. In this phase, Mutares focuses on the implementation of all urgently required measures (e.g. drawing up a code of conduct, carrying out a risk analysis, drawing up relevant guidelines, introducing a whistleblower system). Depending on the further development of the individual portfolio companies, the company's CMS must also evolve. In coordination between the respective management, the local employee responsible for compliance and the Compliance Officer of Mutares, necessary or useful measures are defined and implemented (e.g. introduction of new and adaptation of existing guidelines, compliance-relevant processes and internal controls). As soon as a portfolio company enters the harvesting phase, the focus is on

comprehensive documentation of the CMS. In addition to the actual routine implementation of compliance-relevant measures and processes, the focus is then on further improving the documentation of all measures in order to be able to demonstrate the appropriateness and effectiveness of the CMS to a potential buyer.

Portfolio companies in the **Automotive & Mobility segment** are exposed to the risk of price increases or fluctuations in raw materials. A lack of raw materials can have a significant negative impact on the business activities of a portfolio company. The manufacture of automotive parts is a material-intensive process that is adversely affected by the increasing scarcity of resources and rising prices for key materials. The concentration in some areas of the automotive parts industry increases the risk that portfolio companies could be involved in price and supply agreements. Mutares counters this risk by holding regular compliance awareness sessions on the topic of "Exchange of information and bid-rigging" for relevant employees of the Mutares holding company and the management teams of the portfolio companies in the Automotive & Mobility segment.

In the construction industry, governance issues arise from the relative lack of transparency in the pricing of materials, which in turn can lead to market manipulation that affects customers and companies. Other material issues in the **Engineering & Technology segment** include IT security management, supply chain and resource management, conflicts of interest, anti-competitive behavior, corruption and bribery.

Personal data as well as company and financial data are regularly disclosed to the respective business partner during a transaction or the conclusion of a business deal. This applies in particular to the portfolio companies in the **Goods & Services segment** with a focus on the consumer business ("B2B"). In these transactions, the companies build up a relationship of trust with their business partners and assure them that their information and data is secure. Given the threat of cybercrime and other data breaches, particularly in the wake of ongoing high-profile attacks, information security is becoming increasingly important for companies to do business.

The price sensitivity of raw materials plays a decisive role for portfolio companies in the **Retail & Food segment**, as fluctuations in material costs can have a direct impact on operating costs and therefore on competitiveness. The production of household items and food also requires a material-intensive process, which increases dependence on raw materials and their price trends. In this context, there is a risk of interruptions

in the supply chain and operational disruptions due to a shortage of resources. Concentration in certain sectors can also increase the risk of unethical behavior and anti-competitive practices. To address these challenges, Mutares relies on regular training and awareness-raising measures, particularly in the areas of compliance and ethical behavior, to ensure that portfolio companies are well positioned in terms of price fixing and ethical standards.



## FAIR AND RESPECTFUL WORKING ENVIRONMENT

**Professional people management and development is critical to the success of a business.**

The aspects of health, safety and well-being of the workforce and fair working conditions are assigned to the material topic of a fair and respectful working environment. Mutares is convinced that the performance of its employees is an essential basis for the success of the Group and its portfolio companies.

As Mutares' portfolio companies are predominantly active in the manufacturing and technically service-oriented industries, the Group has the highest standards when it comes to occupational safety, particularly in workplaces that are exposed to hazards. Prioritizing the safety and health of employees contributes to their protection and a positive working atmosphere and has a direct impact on employee satisfaction. Portfolio companies are generally labor-intensive industries that rely on the expertise of employees and are therefore dependent on the availability of qualified personnel. The global labor shortage therefore has an impact on Mutares' business success. To counteract this, Mutares prioritizes the provision of attractive working conditions, a safe and healthy workplace and employee development programs.

Mutares also attaches great importance to the diversity of its teams, as this creates a transcultural community and an innovative and creative environment. In this way, disadvantages are prevented. The following goals and measures are defined in order to create a **fair and respectful working environment**:

### Employee health and safety

The health and safety of Mutares and portfolio company employees is of central importance. Mutares requires each and every employee of the Mutares holding company, the country entities and portfolio companies to comply with all applicable occupational safety standards.

Companies have the option of implementing an occupational safety management system based on recognized standards such as ISO 45001 (Occupational Health and Safety Management Systems) in order to improve occupational safety performance and raise it to a standardized, recognized level. This sets out the requirements, procedures and principles that an organization should apply when implementing occupational health and safety management systems to maintain and improve health and safety in the workplace. Following the successful introduction of occupational health and safety management in accordance with ISO 45001, this can be certified by a third party. This provides companies with a confirmation of compliance with the standard and enables them to credibly present their occupational safety performance to their stakeholders.

Certification demonstrates appropriate management of health and safety in the workplace as well as their performance and commitment in this area, even beyond the minimum legal requirements.

Target	Time frame	Measure	KPI
Employee Health, Safety and Wellbeing	2023	Introduction of a safety culture without accidents	Number of occupational accidents and fatal accidents (deaths) of employees who are in an employment relationship with Mutares or the portfolio companies Proportion of portfolio companies with valid ISO 45001 (occupational health and safety) certification in the fiscal year
Increase Diversity <sup>1</sup>	2026	Provision of at least 30 % female CVs by headhunters for the recruitment of the Mutares holding company and national companies Recruitment of different nationalities and ages to overcome language and cultural barriers	ESRS S1-6 - Characteristics of the company's employees

<sup>1</sup> Gender and nationality

The number of Mutares portfolio companies with ISO 45001 certification has been selected as a KPI for the material topic of a fair and respectful working environment in 2021.

**SHARE OF PORTFOLIO COMPANIES THAT WERE CERTIFIED ACCORDING TO DIN EN ISO 45001 (OCCUPATIONAL SAFETY) IN THE FISCAL YEAR, BREAKDOWN BY SEGMENT**

	2023	2022
Automotive & Mobility	67 %	43 %
Engineering & Technology	12 %	27 %
Goods & Services	4 %	30 %
Retail & Food	1 %	0 %
<b>Total</b>	<b>34 %</b>	<b>38 %</b>

As of December 31, 2023, 34% of the portfolio companies in the Mutares Group were certified in accordance with ISO 45001. The sale of certain portfolio companies that were certified, led to a reduction of the 2023 KPI, compared to the previous year. Any acquisitions within the fiscal year were unable to compensate for this reduction of ISO 45001 certified portfolio companies. Organic growth played a subordinate role in the development of the KPI. Measures to implement and certify an occupational safety management system were not carried out in 2023 in particular due to the allocation of necessary resources and investments to other operational and strategic challenges. At the same time, however, measures to increase occupational safety were implemented outside of certification processes in a large number of portfolio companies.

Due to the different business models, not all Mutares portfolio companies are affected by occupational safety risks. The numerator of the KPI calculation, i.e. the number of all portfolio companies, was not adjusted accordingly in the calculation based on the availability of occupational workers. As a result, the calculated figure tends to be too low in terms of a statement on the progress of certification, as portfolio companies without occupational safety risks are generally not subject to standardized

measures in accordance with ISO 45001. Certification of occupational safety management systems is criticized on the basis of economic factors, as practiced occupational safety structures, even without costly certification, can also meet the requirements for appropriate occupational safety management. For Mutares' portfolio companies, the economic challenges of third-party certification pose capital- and resource-intensive challenges that make it necessary to weigh up the pros and cons of a potential certification.

**Occupational accidents and fatalities**

Since the 2021 fiscal year, Mutares has reported on the number of occupational accidents, including fatal accidents, in the Group's non-financial Group report. These are listed below by segment and fiscal year.

**OCCUPATIONAL ACCIDENTS**

Segment	2023	Share of total occupational accidents	Relative Difference to previous year	2022	Segmental share of total occupational accidents
Automotive & Mobility	288	43 %	+43 %	163	25 %
Engineering & Technology	72	11 %	-50 %	108	17 %
Goods & Services	234	35 %	+48 %	121	19 %
Retail & Food	74	11 %	-11 %	82	13 %
Mutares Holding & Country Entities	1	0 %	-50 %	2	0 %
<b>Total</b>	<b>669</b>		<b>+41 %</b>	<b>476</b>	

Taking into account the increase in revenue, the increase in occupational accidents in the 2023 fiscal year compared to the previous year is plausible. In the 2023, one fatality (previous year: 0) occurred at a portfolio company during working hours when an employee suffered a heart attack with fatal consequences during his working time. The cause of the death was extensively investigated. As a result of the investigations by medical staff, no direct involvement of the employer's activities was identified.

## Fair working conditions

### Diversity

Mutares employed 218 people in the holding company and the national companies (December 31, 2022: 193) at a total of 12 locations (December 31, 2022: 11) worldwide on 31 December 2023. The disclosure requirement ESRS S1-6 "Characteristics of the company's employees" relates to all persons employed by Mutares and the portfolio companies, as well as the type of employment relationship, broken down by gender. Mutares discloses a breakdown of the proportion of employees (number of persons) in accordance with the requirements of ESRS S1-6. The results of the analysis are shown in the following tables:

**ESRS 1-6: CHARACTERISTICS OF THE COMPANY'S EMPLOYEES (PERCENTAGE OF EMPLOYEES)**

	2023 <sup>1</sup>	2022 <sup>1</sup>
<b>Total number of employees</b>	<b>27,345</b>	<b>19,021</b>
thereof male	75 %	77 %
thereof female	25 %	23 %
thereof other	0 %	- <sup>2</sup>
thereof not specified	0 %	- <sup>2</sup>
<b>Number of permanent employees</b>		
davon thereof male	75 %	76 %
thereof female	25 %	24 %
thereof other	0 %	- <sup>2</sup>
thereof not specified	0 %	- <sup>2</sup>
<b>Number of temporary employees</b>		
thereof male	79 %	79 %
thereof female	20 %	21 %
thereof other	0 %	- <sup>2</sup>
thereof not specified	1 %	- <sup>2</sup>
<b>Number of employees without guaranteed working hours</b>		
thereof male	63 %	78 %
thereof female	37 %	22 %
thereof other	0 %	- <sup>2</sup>
thereof not specified	0 %	- <sup>2</sup>

<sup>1</sup> In the fiscal years 2023 and 2022, the Mutares Group employed an average number of employees in accordance with section 267 (5) HGB.

<sup>2</sup> Breakdown into "other" and "not specified" has only been carried out since the 2023 fiscal year.

**ESRS 1-6: CHARACTERISTICS OF THE COMPANY'S EMPLOYEES (PERCENTAGE OF EMPLOYEES)**

Region	December 31, 2023	December 31, 2022
France	19 %	16 %
Germany	17 %	22 %
Poland	8 %	8 %
Finland	8 %	2 %
India	7 %	12 %
Denmark	7 %	0 %
Other EU-countries	24 %	33 %
Other non-EU-countries	10 %	7 %

In addition to the obligation to refrain from discriminating against individual employees (for example on the basis of gender, age, skin color, culture, ethnic origin, sexual identity, disability, religious affiliation or ideology), Mutares is aware of the advantages that a diverse composition of teams can bring for the promotion of creativity and innovation and thus for the success of the company. The description of the diversity concept with regard to the composition of the General Partner and the Supervisory Board and the associated objectives are described in the Corporate Governance Statement, which is available on the Mutares website at [ir.mutares.de/corporate-governance](https://ir.mutares.de/corporate-governance).

One of the measures taken to increase gender diversity is the requirement that a minimum of 30 % of the CV proposals submitted to Mutares by the recruitment company must include female candidates for open job positions at the Mutares Holding or the country entities. The definition of a minimum quota of 30 % as part of Mutares' recruitment strategy is intended to demonstrate the efforts being made in this area, taking into account existing evidence on the availability of female candidates in the restructuring industry.

### Equal opportunities and non-discrimination

In addition to qualifications, the commitment and team spirit of the employees of Mutares and the portfolio companies are important factors in the success of a restructuring or transformation. It is therefore of fundamental importance for Mutares to create a **fair and respectful working environment** in which all employees feel comfortable and can develop further. Mutares promotes equal opportunities for all and actively combats discrimination in the workplace. The Code of Conduct of Mutares<sup>10</sup> contains the following formulated objectives, which aim to create a **fair and respectful working environment**:

**“We treat everyone fairly and with dignity and treat each other with respect and trust.”**

**“We create a work environment that is free from discrimination and harassment and treats all employees equally, regardless of gender, age, skin color, culture, ethnic origin, sexual identity, disability, religious affiliation or world view.”**

**“Each and every employee is required to comply with these standards of conduct at all times.”**

In the 2023, indications of eight potential cases of discrimination and harassment – and therefore violations of the Code of Conduct - were reported across the Group (previous year: seven incidents). Mutares maintains a whistleblower system through which such reports can also be submitted anonymously. Each incident was carefully examined, and appropriate measures were taken in each individual case if violations were actually identified.

### Segment- and lifecycle-dependent aspects

Mutares treats the topic of a **fair and respectful working environment** with the same importance and expectations across all segments. For these reasons, segment-specific risks and their management are not addressed in this topic. Life cycle-related aspects are described below.

#### Employee health and safety

The portfolio companies are obliged to establish and maintain a safety culture as part of their corporate management. The Group-wide requirements and expectations of the portfolio companies' occupational safety management increase as they progress through their life cycle. In the first life cycle phase (acquisition phase), the focus is on identifying occupational safety risks and assessing the safety culture. This is part of the identification and documentation of ESG risks and opportunities in the due diligence phase. After a successful acquisition, this is followed by inspections and discussions with specialist personnel who evaluate the situation on site based on the initial findings.

If increased accident rates and/or a lack of health & safety governance (“H&S governance”) are identified, measures are implemented in the subsequent realignment phase to ensure occupational safety for all employees, for example by appointing an occupational safety officer. Following the implementation of any necessary ad hoc measures, a more in-depth assessment of the safety culture of the respective portfolio company and the identification of measures to further improve it are regularly carried out. The follow-up phase of optimization ensures that a functioning occupational safety management system and a safety culture are established and can be continuously improved. The safety culture must be multiplied within the respective organization, for

<sup>10</sup> Applicable to Mutares SE & Co. KGaA and Mutares Management SE as managing partner of Mutares SE & Co. KGaA as well as for all bodies and employees of the direct subsidiaries.

example through training within the workforce. If services are awarded to contractors by portfolio companies, their safety culture and occupational safety management should also be evaluated and monitored within this framework.

In the advanced stages of value creation, the expectation is that there is a functioning documentation and reporting management of H&S-related topics and KPIs. In order to raise occupational safety to a standardized, recognized level, the introduction and certification of an occupational safety management system based on ISO 45001 can also be considered.

**Fair working conditions**

Mutares and its national companies and portfolio companies fully comply with their obligations to observe the respective national and local legal standards regarding fair working conditions, such as a prescribed minimum wage or equal treatment.

## VALUE CREATION

**Value creation is of central importance for a sustainable long-term success of Mutares.**

The commitment to long-term **value creation** reflects the understanding that a company's success should not only be measured by short-term financial results, but also by its contribution to long-term social, environmental and economic added value. By transforming the portfolio companies into future-proof, stable companies, current and future jobs and tax revenues are secured. Mutares is also aware of its responsibility towards the portfolio companies and its financial responsibility towards investors and shareholders.

We strive to meet not only the needs of the present, but also those of future generations and to make a positive contribution to society and the environment. Mutares' approach to value creation is to integrate ESG practices into operational business processes and thus create sustainable added value in order to meet the values and requirements of the sustainability strategy. In this context, the following goals and measures were defined in 2021, to which Mutares is aligning its business activities and which the Management Board believes to remain valid in 2023.

Target	Time frame	Measure	KPI
Group-wide integration of ESG practices into operational business processes	2023	Further development of the internal methodology for identifying and documenting ESG risks and opportunities in the due diligence phase	Proportion of investment decisions made regarding the acquisition of target companies, taking into account the results of ESG due diligence, presented in the investment proposal

The **group-wide integration of ESG practices into operational business processes** is a strategic approach that aims to systematically integrate sustainability aspects into all corporate activities. This holistic approach illustrates the endeavor to integrate not only economic, but also ecological and social dimensions into corporate decision-making in order to promote sustainable development. Mutares is reporting in this non-financial Group report that the goal with the time frame 2023 has been achieved in time. The integration of environmental concerns, social responsibility and effective corporate governance has created long-term value, minimized risks and strengthened the company's social relevance.

The generation of sustainable value creation for the environment and society runs through all life cycle phases of a portfolio company during its affiliation with Mutares and begins in the acquisition process. In the 2023, the internal methodology for identifying and documenting ESG risks and opportunities in the due diligence phase and their presentation to the relevant committees for the investment decision was further developed. The introduction of the enhanced concept has created structures that enable Mutares to replicate the processes efficiently, which in turn facilitates the expansion of M&A activities in line with the organization's growth. In the 2023 fiscal year, all<sup>11</sup> investment decisions were made taking into account the further developed ESG due diligence process and the standardized documentation of results in the

investment proposal. The further development and standardization of the ESG due diligence methodology not only enables the M&A teams to identify and assess risks more precisely, but also the decision-makers and governance stakeholders, namely the Management Board and Supervisory Board.

While the due diligence reviews focus on avoiding ESG risks, they also aim to promote ESG opportunities. Particular attention is paid to thematic areas where the business model contributes to a sustainable economy, such as companies with transitory climate opportunities.

The four-phase value creation cycle for the portfolio companies helps to ensure the long-term success of Mutares' economic activities. By integrating ESG practices into the operational business processes and thus into each phase of the value creation cycle, Mutares fulfils its responsibility to the portfolio companies, investors and shareholders.

In further life cycle phases, operational activities are an integral part of trading as a turnaround investor. Together with external experts, we analyze how portfolio companies can contribute to climate protection and the transition to a CO<sub>2</sub>-neutral economy in the future. In this way, Mutares contributes to a sustainable economy, climate protection and the decarbonization of industry.

### Segment- and lifecycle-dependent aspects


Mutares treats **value creation** in the same way across all segments, as there are no differences in terms of the requirements for Group-wide integration of ESG practices into operational business processes. For this reason, a segmented view is not provided here.

## SUSTAINABLE SUPPLY CHAIN MANAGEMENT

Due to its business model, Mutares is exposed to complex and diversified supply chains. Suppliers support the success of each individual portfolio company as part of a supply chain by providing materials. Supply chains are an important part of Mutares' holistic risk assessment, as violations of Mutares' values, as defined in the Code of Conduct for Suppliers and Business Partners, can have a significant impact on various areas of Mutares' operations.

In this context, the following objectives and measures were defined in 2021, to which Mutares is aligning its business activities and which the Management Board believes to be valid in 2023.

Mutares' expectations that employees at all levels behave responsibly, ethically and with integrity also apply to third parties such as business partners and suppliers. The Code of Conduct for Suppliers and Business Partners of Mutares SE & Co. KGaA defines Mutares' expectations of its business partners with regard to environmental protection and human rights, among other things. It can be accessed by third parties on the following website: [ir.mutares.de/en/corporate-governance](https://ir.mutares.de/en/corporate-governance).



**In 2023, the share of portfolio companies within the Mutares Group that have a code of conduct for suppliers and business partners implemented was increased by ten percent in comparison to 2022.**

Target	Time frame	Measure	KPI
Implementation of the Code of Conduct for Suppliers and Business Partners	2023 <sup>1</sup>	Implementation of the Code of Conduct for suppliers and business partners	Share of portfolio companies with an established code of conduct for suppliers and business partners in the fiscal year, in %

<sup>1</sup> Time horizon was extended by a further year in the 2023.

At the portfolio company-level, a code of conduct for suppliers and business partners is implemented shortly after the acquisition in order to anchor the corresponding requirements in the supply chains. The progress made in 2023 towards the goal of **fully implementing the code of conduct for suppliers and business partners** is summarized in the following table.

CODE OF CONDUCT FOR SUPPLIERS AND BUSINESS PARTNERS		
	2023	2022
Share of portfolio companies with an established code of conduct for suppliers and business partners in the fiscal year, in %	83 %	73 %

Mutares is aware of its corporate responsibility across the entire value chain and expects each portfolio company to appropriately address ESG risks affecting the supply chains. A digital platform for ESG sustainability analysis within the supply chain called SynESGy was introduced in the fiscal year in order to further advance, standardize and consolidate these processes in the portfolio companies.

The platform supports companies with industry specific ESG assessment of suppliers and business partners across 35 sectors. This allows Mutares to view the respective ESG performance indices of the participating companies on the platform and invite customers or suppliers who have not yet participated in the assessment to take part in the ESG rating by SynESGy. This functionality and the large number of participating companies – over 379,000 from 25 countries – were convincing, and the platform is being



integrated into the Group-wide supplier management processes. The results of the Group-wide ESG assessment of suppliers and business partners are expected in the course of the 2024 and will then be carefully analyzed and interpreted. They will form the basis for further measures and decisions on sustainable supply chain management in the Mutares Group.

Mutares already appointed a human rights officer in December 2022, who is responsible for monitoring the risk management system required by the German Supply Chain act ("LkSG"). In 2023 a risk assessment was performed to identify risk resulting from environment and human rights for Mutares' direct suppliers. These are mainly providers of consulting services in Europe. The resulting environmental and human rights risks were therefore assessed as low. Environmental and human rights risks were assessed for the own business area by means of a two-stage risk analysis. Based on this analysis, possible non-compliance with occupational health and safety regulations and work-related health hazards are considered to be particularly relevant.

The whistleblower portal "Integrity Line", which was implemented as part of general compliance efforts before the LkSG came into force, was expanded in 2023 to meet the requirements of the LkSG. It provides a low-threshold reporting channel for bringing information on possible human rights and environmental risks to the attention of Mutares' compliance function and addressing concerns. It also provides transparency about how Mutares deals with incoming information and complaints.

Finally, information received in 2023 regarding violations of environmental and human rights regulations was carefully investigated. Any violations identified were remedied and identified risks were reduced through countermeasures tailored to the individual case.

### Segment- and lifecycle-dependent aspects

Following the acquisition, particularly in the realignment phase, Mutares is focusing on the introduction of a code of conduct for business partners and suppliers in sustainable **supply chain management**.

The Automotive & Mobility segment is already confronted with high transparency requirements in the supply chain resulting from the specifications of major automotive manufacturers for sustainable supply chain management. The production of car parts is a material-intensive process that is being affected by the increasing scarcity of resources and rising prices for essential raw materials. Automotive manufacturers are exposed to the risk of human rights violations in the supply chain, especially when materials such as rare earths are used in their products. Auto parts manufacturers must prioritize sustainable supply chain practices to ensure they can meet industry demands and continue to deliver high-quality products while minimizing their negative environmental and social impacts. By adopting circular economy principles and investing in sustainable supply chain practices, auto parts manufacturers can help ensure the long-term profitability of their business while contributing to a more sustainable future.

Sustainable supply chain management is also an important aspect in the **Engineering & Technology segment**, as the industry's raw material extraction often takes place in third countries and can be associated with negative environmental and social impacts. The segment's portfolio companies play an important role in the global economy, as it is responsible for the design, development and manufacture of products that are essential to modern life, such as products that enable the construction of buildings. An important strategy for sustainable supply chain management in this area is the introduction of a circular economy model. Designing products so that they can be reused and recycled at the end of their useful life reduces the need for additional resources with positive environmental and social impacts. This approach requires the cooperation of all actors in the supply chain, including suppliers, manufacturers, retailers and customers.

In the area of goods production in the **Goods & Services segment**, sustainable supply chain management covers the entire product life cycle, from the procurement of raw materials to disposal. This includes the selection of sustainable materials, the reduction of waste and responsible working practices in the production facilities. In the area of service provision, the product life cycle plays a subordinate role. Products and technologies used to provide services should be accompanied by responsible practices in their supply chain. Service-providing companies must also ensure that the products and technologies they use minimize resource consumption and reduce waste and emissions. Manufacturers and service providers can work with suppliers to promote responsible practices throughout the supply chain.

On an environmental level, companies in the **Retail & Food segment** may face challenges related to the sustainable sourcing of raw materials and food. This includes the need to promote environmentally friendly farming methods, optimize water consumption and minimize the use of pesticides. Another important environmental issue is the CO<sub>2</sub> footprint of the supply chain. Transportation and logistics play a crucial role in the retail and food sector and companies need to develop strategies to reduce emissions. This can be achieved through the use of more efficient means of transport, the use of renewable energy and the optimization of logistics processes. From a social perspective, working conditions in the supply chain of companies in the Retail & Food segment are of great importance due to the geographical risks for workers and raw materials. Companies in this segment must examine their suppliers for ethical working practices and demand decent working conditions for employees in the supply chain.

## ENVIRONMENTAL RESPONSIBILITY

**Environmental responsibility at Mutares means conserving the earth’s resources and ecosystems, reducing pollution and minimizing climate change.**

Environmental responsibility is a success factor for the sustainable financial development of Mutares. The four segments in which Mutares operates largely relate directly or indirectly to resource- and energy-intensive business models. This critical dependence on resources and energy forms the basis for these ecological goals. The effects of climate change can result in financial risks for the Group, which additionally motivate Mutares to counteract the progression of climate change. For Mutares, a key lever

of environmental responsibility lies in resource efficiency and the circular economy, which is why these aspects are assigned to the material topic of **responsibility for the environment**. In the 2021, key environmental targets were already named, measures defined, and, in some cases, sustainability indicators identified for measurement. The Management Board believes these remain valid for 2023 and are presented below.

Target	Time frame	Measure	KPI
Reduce CO <sub>2</sub> by min. 10% in each Portfolio company throughout their affiliation to Mutares Group	2028	Investments in LED lighting, increasing the share of green energy, investments in solar panels and combined heat and power plants, increasing the share of recycling and bio-materials, investments in emission reduction	CO <sub>2</sub> reduction
Increasing the number of ISO 14001 and ISO 50001-certified Portfolio companies	2023	Advising and supporting the portfolio companies with implementation and certification	Portfolio companies with valid ISO 14001 and 50001 in the reporting year
Introduction of energy efficiency programs <sup>1</sup>	2023	Investment in LED lighting, increasing the share of green energy, investment in solar panels and combined heat and power plants	Energy efficiency programmes implemented in the reporting year

<sup>1</sup> Shortening of the target formulation due to a historical formulation error

As a significant proportion of Mutares' portfolio companies operate in energy-intensive industries, the ESRS E1-5 **energy consumption and energy composition** were presented for the first time in the 2022 fiscal year. The reporting of energy consumption and the breakdown by renewable and non-renewable energy sources supports Mutares in identifying potential for improvement regarding reducing energy consumption

and the use of renewable energies. In 2023, the following information with regard to energy consumption and composition was identified:

**TOTAL ENERGY CONSUMPTION**

	2023	Share of total consumption	2022 <sup>1</sup>	Share of total consumption
<b>Total energy consumption from non-renewable sources, in MWh, broken down by:</b>				
Fuel consumption from coal and coal products	114	0 %	-	0 %
Fuel consumption from crude oil and petroleum products	63,669	5 %	74,971	6 %
Fuel consumption from natural gas	235,382	17 %	298,117	25 %
Fuel consumption from other non-renewable sources	0	0 %	1,025	0 %
Consumption from nuclear products	200,272	14 %	89,282	8 %
Consumption of purchased or acquired electricity, heat, steam, and cooling from non-renewable sources	518,000	37 %	422,118	35 %
<b>Total energy consumption from non-renewable sources, disaggregated by energy source, in MWh</b>	<b>1,017,437</b>	<b>73 %</b>	<b>885,512</b>	<b>74 %</b>
<b>Total energy consumption from renewable sources, in MWh, broken down by:</b>				
Fuel consumption for renewable sources (including biomass, biogas, non-fossil fuel waste, hydrogen from renewable sources, etc.)	48,186	3 %	70,298	6 %
Consumption of purchased or acquired electricity, heating, steam and cooling from renewable sources	321,199	23 %	199,957	17 %
Consumption of self-generated non-fuel renewable energy	2,975	0 %	34,420	3 %
<b>Total energy consumption from renewable sources, disaggregated by energy source, in MWh</b>	<b>372,359</b>	<b>27 %</b>	<b>304,675</b>	<b>26 %</b>
<b>Total energy consumption from non-renewable and renewable sources, disaggregated by energy source, in MWh</b>	<b>1,389,796</b>		<b>1,190,188</b>	

<sup>1</sup> As part of the evaluation for the non-financial Group report 2023, the previous year's figures were adjusted. The need for the correction results from the identification of energy consumption values at two portfolio companies that reported in an incorrect unit.

Potential energy efficiency measures were analysed for seven new acquisitions.



The Mutares Group consumed a total of 1.389.796 MWh of energy in 2023 (previous year: 1.190.188<sup>12</sup> MWh). Consumption is largely attributed to energy from non-renewable sources with a total of 73% (previous year: 74<sup>12</sup> %). Within the energy consumption, the largest share falls into the category "Consumption of purchased or acquired electricity, heat, steam and cooling from non-renewable sources".

Following the acquisition of a portfolio company, the possibility of implementing more energy-efficient power generation methods on site is investigated, particularly in the case of an energy-intensive business model.

The energy efficiency measures invested in the portfolio from 2017 up to and including 2023 resulted in around 4.151 tons of CO<sub>2</sub>-emissions being avoided in 2023 alone. Of this, one energy efficiency measure was finalized in the 2023 with an annual CO<sub>2</sub>-emissions avoidance of 109 tons. Potential investments in energy efficiency measures, including the potential of photovoltaics, waste heat recovery, compressed air optimization, peak load management, frequency converters, heating, lighting and energy management, were examined in an extensive project for seven new acquisitions in the fiscal year. With the completion of the time horizon for the target formulation of the introduction of energy efficiency programs in the fiscal year 2023, Mutares can report in this non-financial Group report that the target has been achieved.

Since 2021, Mutares has published the progress of certified energy and environmental management systems of the portfolio in accordance with the DIN EN ISO 50001 and 14001. The findings are presented below.



By implementing an energy management system, organisations can not only increase their energy efficiency, but also cut costs and reduce their environmental footprint.

PORTFOLIO COMPANIES

	2023	2022
<b>Portfolio companies with valid ISO 50001 certification, by segment</b>		
Automotive & Mobility	76 %	67 %
Engineering & Technology	10 %	17 %
Goods & Services	5 %	8 %
Retail & Food	10 %	8 %
<b>Total</b>	<b>12 %</b>	<b>8 %<sup>1</sup></b>

<sup>1</sup> In addition to the regular changes in the scope of consolidation of Mutares, which have a significant impact on the respective ESG KPIs due to disposals and additions, the calculation of this KPI was also refined in the reporting year 2022 and is now performed at site level. The more granular calculation compared to the previous year leads to a reduction in the proportion of portfolio companies that are certified according to ISO 45001 in the reporting year. The reduction cannot therefore be attributed exclusively to an actual decrease.



A certified environmental management system is a structured framework that helps organisations to identify, assess and control environmental impacts. By implementing such a system, Mutares' portfolio companies can improve their environmental performance while complying with legal requirements and other obligations.

<sup>12</sup> As part of the evaluation for the non-financial Group report 2023, the previous year's figures were adjusted. The need for the correction results from the identification of energy consumption values at two portfolio companies that reported in an incorrect unit.

**PORTFOLIO COMPANIES**

	2023	2022
<b>Portfolio companies with valid ISO 14001 certification, by segment</b>		
Automotive & Mobility	56 %	40 %
Engineering & Technology	20 %	17 %
Goods & Services	24 %	43 %
Retail & Food	3 %	0 %
<b>Total</b>	<b>57 %</b>	<b>55 %<sup>1</sup></b>

<sup>1</sup> In addition to the regular changes in the scope of consolidation of Mutares, which have a significant impact on the respective ESG KPIs due to disposals and additions, the calculation of this KPI was also refined in the reporting year 2022 and is now performed at site level. The more granular calculation compared to the previous year leads to a reduction in the proportion of portfolio companies that are certified according to ISO 45001 in the reporting year. The reduction cannot therefore be attributed exclusively to an actual decrease.

In 2023, more than half of the portfolio companies have an externally certified environmental management system in accordance with ISO 14001. The key figure confirms that the majority of portfolio companies have an effective environmental management system and are committed to its continuous improvement.

Progress towards the goal of **increasing the number of portfolio companies certified in accordance with ISO 14001 and ISO 50001** can result from organic and inorganic growth in the Mutares Group. The sale of portfolio companies that were certified to ISO 50001 and 14001 in the fiscal year initially led to a decline in the KPI. This was more than compensated for by the acquisition of new portfolio companies with the corresponding ISO standard certifications. As a result, the proportion of portfolio companies certified to DIN EN ISO 14001 and 50001 in the fiscal year as of December 31, 2023, is higher than in the previous year. The target is therefore deemed to have been achieved by the end of the 2023 fiscal year.

**Segment- and lifecycle-dependent aspects**

**Resource Efficiency – Energy**

Mutares intends for energy-intensive portfolio companies to reduce their energy consumption while they are part of the Group. For energy-intensive portfolio companies, a hot-spot analysis is carried out with external service providers to identify energy-intensive individual processes in production, logistics and the service sector of the portfolio companies. This is used to identify operational and/or investment measures to achieve an energy reduction. Where possible, these are then implemented in the short term. In the case of longer-term, more capital-intensive investments, possible subsidies or financing solutions are examined as a first step to ensure feasibility.

**Resource efficiency – critical and rare raw materials**

In the area of critical and rare raw materials, Mutares' requirements and expectations are that the portfolio companies have a complete understanding of their consumption and that potential savings are identified. In the third phase of the life cycle, the optimization phase, an analysis of the use of alternative materials, such as secondary or bio-based materials, is carried out together with the portfolio companies. The primary aim here is to reduce the use of critical and rare raw materials and to introduce the use of materials with lower CO<sub>2</sub> emissions, for example. It is not always possible to replace certain raw materials. Examining the extent to which the use of critical and rare raw materials can be reduced or eliminated through alternative production technologies is also part of the approach.

The use of electricity and fossil fuels in the production processes of automotive parts manufacturers leads to direct and indirect greenhouse gas (GHG) emissions. The production of automotive parts and components in the **Automotive & Mobility segment** consumes considerable quantities of materials (including steel, iron, aluminum and plastics). The types of waste generated in the automotive parts industry include machine lubricants and coolants, aqueous and solvent-based cleaning systems, paints as well as metal and plastic waste. For this reason, energy management, material efficiency and waste management are particularly important for the Automotive & Mobility segment.

As the transportation sector is responsible for a considerable proportion of global greenhouse gas emissions, product life cycle management is another important issue. The automotive industry is regulated by national and international legislation on issues such as safety, fuel consumption, emissions control, noise protection, vehicle recycling and the use of substances of concern. The regulatory guidelines are complied with by the portfolio companies.

The activities of the **Engineering & Technology segment** have an impact on the environment through the unavoidable consumption of non-renewable natural resources or through other harmful releases into the environment, such as air and water pollution and greenhouse gas emissions. However, industry has made progress in reducing energy consumption, mainly through the use of sustainable raw materials and improved technology (especially steel). Much of this progress is due to technological innovation, process optimization and plant upgrades. Due to the high recycling rates in the construction industry, the volume of solid waste is relatively low.

In the **Goods & Services segment**, the road freight transportation business causes air emissions and therefore has an impact on greenhouse gas emissions and air quality at a local level. Fuel management is aimed at both fuel efficiency and emissions reduction and offers an effective way for portfolio companies to increase profits through reduced fuel costs while limiting the risk of future regulatory costs and climate change-related consequences of greenhouse gas emissions. To reduce energy consumption, for example, investments can be made in more efficient heating, ventilation and air conditioning systems. The most important aspects influencing the business are energy management and the ecological footprint.

For the portfolio companies in the **Retail & Food segment**, the use and consumption of raw materials and the principles of the circular economy play a decisive role when it comes to environmental responsibility. The production models often still follow a linear logic: production and disposal. They often only fulfil the requirements of durability, reparability and recyclability to a limited extent. This contrasts with the principle of the circular economy. Its aim is to ensure that resources do not become waste but retain their value for as long as possible. To achieve this, they go through various cycles until they are either returned as valuable resources, reused as upgraded products or recycled into new products.



Stuart is a leader in the urban and last-mile logistics, connecting businesses to a fleet of geolocalised independent courriers. The platform allows businesses of any kind of industry to deliver to their customers with speed, flexibility and efficiency.



## REPORTING OBLIGATIONS ACCORDING TO ART. 8 OF THE EU TAXONOMY REGULATION

With the following, Mutares fulfils the reporting requirements pursuant to Article 8 of Regulation (EU) 2020/852 (“Taxonomy Regulation”) and the supplementing Delegated Act. The Taxonomy Regulation, which was published as part of the European Green Deal, aims to introduce a uniform classification system for environmentally sustainable economic activities. The aim is to improve comparability between companies, increase the transparency of economic activities and facilitate sustainable investment.

The regulation requires covered companies to disclose the proportion of their economic activity based on revenue, capital expenditure (“CapEx”) and operating expenditure (“OpEx”) for the fiscal year 2023 that is taxonomy-eligible, non-taxonomy-eligible, taxonomy-aligned and non-taxonomy-aligned based on the following six environmental targets, with the latter only reported for the first two environmental targets.

No	Environmental Objectives of the Taxonomy Regulation
1	Climate Change Mitigation
2	Climate Change Adaptation
3	The sustainable use and protection of water and marine resources
4	The transition to a circular economy
5	Pollution prevention and control
6	Protection and Restoration of Biodiversity and Ecosystems

For the environmental objectives three to six (“additional environmental objectives”) of the Taxonomy Regulation, Mutares is reporting taxonomy eligibility for the first time for the 2023 fiscal year. In accordance with the requirements of the Delegated Act supplementing Regulation (EU) 2020/852, the reporting of taxonomy-aligned and non-aligned figures will follow for the fiscal year 2024. The scope of consolidation of the taxonomy key figures corresponds to that of the consolidated financial statements of Mutares SE & Co. KGaA for the fiscal year from 1 January to 31 December 2023.

### Revenue

The total revenue of the Mutares Group for the fiscal year 2023 amounts to EUR 4,689.1 million (previous year: EUR 3,751.7 million). Of these, a total of 22.5% are taxonomy-eligible (previous year: 14.5%; relating to the first two environmental objectives only), which corresponds to a value of EUR 1,055.0 million (previous year: EUR 542.2 million; relating to the first two environmental objectives only). The remaining EUR 3,634.1 million (previous year: EUR 3,209.5 million) of revenue is not taxonomy-eligible.

### Environmental Objective „Climate Change Mitigation”

Of the total revenue 15.5% are taxonomy-eligible (previous year: 9.1%) and allocated to the environmental objective Climate Change Mitigation, corresponding to a value of EUR 726.0 million (previous year: EUR 202.6 million). The majority of the taxonomy-eligible revenue is attributable to the criteria sets 6.6 Freight transport services by road, 6.3 Urban and suburban transport, road passenger transport and 3.9. Manufacture of iron and steel. These result from the economic activities of the portfolio companies in the passenger transport, logistics and steel forging sectors.

### Environmental Objective „Climate Change Adaptation“

Of the total revenue 0.0% are taxonomy-eligible (previous year: 9.1<sup>13</sup>%) and allocated to the environmental objective Climate Change Adaptation, corresponding to a value of EUR 0.0 million (previous year: EUR 202.6<sup>13</sup> million). The taxonomy-eligible capital expenditure from the previous year related to the criteria set 6.15 Infrastructure enabling road transport and public transport.

### Environmental Objective „The Sustainable Use and Protection of Water and Marine Resources”

Of the total revenue 0.0% are taxonomy-eligible and allocated to the environmental objective the Sustainable Use and Protection of Water and Marine Resources, corresponding to a value of EUR 0.0 million.

<sup>13</sup> In the previous year, the Terranor Group’s revenue was allocated to the criteria set “Climate protection: infrastructure for road transport and public transport” activity. With the inclusion of the additional environmental objective of the EU Taxonomy in the 2023 fiscal year, the Terranor Group’s revenue has been allocated to the criteria set “Circular economy: maintenance of roads and motorways”.

### Environmental Objective „The Transition to a Circular Economy”

Of the total revenue 7.0% are taxonomy-eligible and allocated to the environmental objective the Transition to a Circular Economy, corresponding to a value of EUR 328.9 million. The majority of the taxonomy-eligible revenue is attributable to the criteria set 3.4 Manufacture of batteries, 5.2 Sale of spare parts und 3.3 Manufacture of low carbon technologies for transport. These result from the economic activities of the portfolio companies in the road maintenance, summer and winter services, automotive supply and railway technology sectors.

### Environmental Objective „Pollution Prevention and Control”

Of the total revenue 0.0% are taxonomy-eligible and allocated to the environmental objective Pollution Prevention and Control, corresponding to a value of EUR 0,0 million.

### Environmental Objective „Protection and Restoration of Biodiversity and Ecosystems”

Of the total revenue 0.0% are taxonomy-eligible and allocated to the environmental objective Protection and Restoration of Biodiversity and Ecosystems, corresponding to a value of EUR 0.0 million.

## Capital Expenditures (CapEx)

The capital expenditure relevant for the EU taxonomy for the fiscal year 2023 amounts to EUR 1,096.6 million (previous year: EUR 595.3 million) and, by definition, relate to additions to property, plant and equipment and intangible assets (including through company acquisitions). Of these, a total of 30,0% are taxonomy-eligible (previous year: 34,4%; relating to the first two environmental objectives only taxonomy-eligible CapEx, corresponding to a value of EUR 328,9 million (previous year: EUR 204,2 million).

The remaining EUR 767.7 million (previous year: EUR 391.1 million) are not taxonomy-eligible. The majority of the taxonomy-eligible capital expenditure by far the largest share 76.8% (previous year: 78.5%) is attributable to criteria set 7.7. acquisition of and ownership of buildings (previous year: criteria set 7.7. Acquisition and Ownership of Buildings) which results from the Mutares activities related to the acquisition of companies.

### Environmental Objective „Climate Change Mitigation”

Of the total capital expenditures 29.1% are taxonomy-eligible (previous year: 29.0%) and allocated to the environmental objective Climate Change Mitigation, corresponding to a value of EUR 319.5 million (previous year: EUR 172.8 million). The majority of the taxonomy-eligible revenue is attributable to the criteria set 7.7. Acquisition of and ownership of buildings which results from the Mutares activities related to the acquisition of companies.

### Environmental Objective „Climate Change Adaptation“

Of the total capital expenditures 0.0% are taxonomy-eligible (previous year: 5.3<sup>14</sup>%) and allocated to the environmental objective Climate Change Adaptation, which corresponds to a value of EUR 0.0 million (previous year: EUR 31.4<sup>14</sup> million). The taxonomy-eligible capital expenditure from the previous year related to the criteria set 6.15 Infrastructure enabling road transport and public transport.

### Environmental Objective „The Sustainable Use and Protection of Water and Marine Resources”

Of the total capital expenditures 0.0% are taxonomy-eligible and allocated to the environmental objective the Sustainable Use and Protection of Water and Marine Resources, which corresponds to a value of EUR 0.0 million.

<sup>14</sup> In the previous year, the Terranor Group's revenue was allocated to the criteria set "Climate protection: infrastructure for road transport and public transport" activity. With the inclusion of the additional environmental objective of the EU Taxonomy in the 2023 fiscal year, the Terranor Group's revenue has been allocated to the criteria set "Circular economy: maintenance of roads and motorways".

### Environmental Objective „The Transition to a Circular Economy”

Of the total capital expenditures 0.9% are taxonomy-eligible and allocated to the environmental objective the Transition to a Circular Economy, corresponding to a value of EUR 9.3 million. The majority of the taxonomy-eligible revenue is attributable to the criteria set 3.4 Maintenance of roads and motorways. This results from the economic activities of the portfolio companies in the area of road maintenance and seasonal road services.

### Environmental Objective „Pollution Prevention and Control”

Of the total capital expenditures 0.0% are taxonomy-eligible and allocated to the environmental objective Pollution Prevention and Control, corresponding to a value of EUR 0.0 million.

### Environmental Objective „Protection and Restoration of Biodiversity and Ecosystems”

Of the total capital expenditures 0.0% are taxonomy-eligible and allocated to the environmental objective Protection and Restoration of Biodiversity and Ecosystems, corresponding to a value of EUR 0.0 million.

## Operational Expenditures („OpEx“)

The total operating expenses for the fiscal year 2023 defined within the framework of the EU taxonomy amount to EUR 108.2 million (previous year: EUR 74.8 million). These relate to non-capitalised expenses for research and development, building renovation, short-term rental, maintenance and repair as well as all other direct expenses for the ongoing maintenance of property, plant and equipment by the company or third parties to whom such activities have been outsourced that are necessary to ensure the continuous and efficient operation of these assets.

In total, 28.4% are taxonomy-eligible OpEx (previous year: 13.1% relating to the first two environmental objectives only), which corresponds to a value of EUR 30,8 million (previous year: EUR 9.8 million). The remaining EUR 77.5 million are not taxonomy-eligible (previous year: EUR 65.1 million). The majority of the taxonomy-eligible OpEx of 8.9% is attributable to the criteria set 6.3 Urban and suburban transport, road passenger transport (previous year: 42.3%; Kriteriensæt 7.7. Acquisition and Ownership of Buildings).

### Environmental Objective „Climate Change Mitigation”

Of the total OpEx, 25.1% are taxonomy-eligible (previous year: 10.8%) and allocated to the environmental objective Climate Change Mitigation, corresponding to a value of EUR 27.1 million (previous year: EUR 8.1 million). The majority of the taxonomy-eligible operational expenditure is attributable to the criteria sets 6.3 Urban and suburban transport, road passenger transport, 6.1 Passenger interurban rail transport and 7.2 Renovation of existing buildings. These result from the economic activities of the portfolio companies in the passenger transport sector.

### Environmental Objective „Climate Change Adaptation“

Of the total operational expenditures 0.0% are taxonomy-eligible (previous year: 2.3<sup>15</sup>%) and allocated to the environmental objective Climate Change Adaptation, corresponding to a value of EUR 0.0 million (previous year: EUR 1.727<sup>15</sup> million). The taxonomy-eligible capital expenditure from the previous year related to the criteria set 6.15 Infrastructure enabling road transport and public transport.

### Environmental Objective „The Sustainable Use and Protection of Water and Marine Resources”

Of the total operational expenditures 0.0% are taxonomy-eligible and allocated to the environmental objective of the Sustainable Use and Protection of Water and Marine Resources, corresponding to a value of EUR 0.0 million.

### Environmental Objective „The Transition to a Circular Economy”

Of the total operational expenditures 3.4% are taxonomy-eligible and allocated to the environmental objective of the Transition to a Circular Economy, corresponding to a value of EUR 3.7 million. The majority of the taxonomy-eligible revenue is attributable to the criteria set 3.4 Maintenance of roads and motorways, 2.6 Depollution and dismantling of end-of-life products and 5.2 Sale of spare parts. This results from the economic activities of the portfolio companies in the area of road maintenance and seasonal road services, passenger transport and automotive supplier.

### Environmental Objective „Pollution Prevention and Control”

Of the total operational expenditures 0.0% are taxonomy-eligible and allocated to the environmental objective Pollution Prevention and Control, corresponding to a value of EUR 0.0 million.

<sup>15</sup> In the previous year, the Terranor Group's revenue was allocated to the criteria set "Climate protection: infrastructure for road transport and public transport" activity. With the inclusion of the additional environmental objective of the EU Taxonomy in the 2023 fiscal year, the Terranor Group's revenue has been allocated to the criteria set "Circular economy: maintenance of roads and motorways".

### **Environmental Objective „Protection and Restoration of Biodiversity and Ecosystems”**

Of the total operational expenditures 0.0 % are taxonomy-eligible and allocated to the environmental objective Protection and Restoration of Biodiversity and Ecosystems, corresponding to a value of EUR 0.0 million.

For the fiscal year 2023, Mutares is reporting for the second time corporate key figures regarding taxonomy conformity in accordance with the EU Taxonomy Regulation on the first two environmental objectives "Climate Change Mitigation" and "Climate Change Adaptation". The assessment of taxonomy-aligned figures for the four additional environmental objectives from the fiscal year 2023 onward, is not required until the fiscal year 2024, in accordance with the requirements of the Delegated Act supplementing Regulation (EU) 2020/852.

In total, EUR 4,689.1 million of revenue, EUR 1,096.6 million of CapEx and EUR 108.2 million of OpEx are not taxonomy-aligned in the fiscal year 2023. In the previous year EUR 3,751.7 million of revenue, EUR 595,3 million of CapEx and EUR 74.8 million of OpEx were not taxonomy-aligned.

Against the background of a business model focused on acquisition, restructuring and subsequent Exit, Mutares' portfolio is subject to constant changes in composition. New acquisitions influence the taxonomy-eligible and taxonomy-aligned key figures at group level; the Exit of successfully repositioned portfolio companies tends to lead to a reduction of these key figures at group level. Accordingly, the figures for Mutares' taxonomy-eligible and also taxonomy-compliant share are expected to show significant volatility in the coming reporting years depending on the transaction activity and the associated composition of the portfolio. At the same time, in line with Mutares' investment approach focusing on companies in transition, the processes and structures of the portfolio companies show significant potential for improvement, at least at the time of acquisition by Mutares. In this respect, the principles and parameters on which the conformity assessment is based on are naturally at least capable of improvement. Due to the purely binary approach of the EU Taxonomy conformity assessment this results in completely non-compliant key figures for Mutares in terms of the Taxonomy Regulation.

# REVENUES

2023	Year	Substantial contribution criteria								DSNH criteria ("Does Not Significantly Harm")						Minimum safe-guards	Category (enabling activity)	Category (transitional activity)
		Code	Turnover	Proportion turnover	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy			
Economic activities		EUR million	%	%	%	%	%	%	%	%	%	%	%	%	%	%		
<b>TAXONOMY-ELIGIBLE ACTIVITIES</b>		<b>A</b>																
<b>Environmentally sustainable activities (taxonomy aligned)</b>		<b>A.1</b>	<b>0.0</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>		
Of which Enabling			0.0	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %		E
Of which Transitional			0.0	0.0 %	0.0 %													T
<b>Taxonomy-eligible but not environmentally sustainable activities (not taxonomy aligned activities)</b>		<b>A.2</b>																
Manufacture of renewable energy technologies		3.1	0.97	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of low carbon technologies for transport		3.3	0.10	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of batteries		3.4	3.00	0.1 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of energy efficiency equipment for buildings		3.5	19.54	0.4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of iron and steel		3.9	90.06	1.9 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of carbon black		3.11	75.48	1.6 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of automotive and mobility components		3.18	23.45	0.5 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of aircraft		3.21	1.98	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Transmission and distribution of electricity		4.9	67.51	1.4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Production of heat/cool using waste heat		4.25	20.13	0.4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Collection and transport of non-hazardous waste in source segregated fractions		5.5	0.64	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Passenger interurban rail transport		6.1	48.27	1.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Urban and suburban transport, road passenger transport		6.3	99.55	2.1 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		

2023	Year			Substantial contribution criteria						DSNH criteria ("Does Not Significantly Harm")								
	Code	Turnover	Proportion turnover	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Category (enabling activity)	Category (transitional activity)
Economic activities		EUR million	%	%														
Transport by motorbikes, passenger car and light commercial vehicles	6.5	5.02	0.1 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Freight transport services by road	6.6	110.04	2.4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Inland passenger water transport	6.7	4.11	0.1 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Infrastructure for rail transport	6.14	35.10	0.8 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Infrastructure enabling low-carbon road transport and public transportation	6.15	41.04	0.9 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Construction of new buildings	7.1	17.29	0.4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Renovation of existing buildings	7.2	44.80	1.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Data processing, hosting and related activities	8.1	1.69	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Education	11.1	16.27	0.3 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Demolition and wrecking of buildings and other structures	3.3	0.78	0.0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
Maintenance of roads and motorways	3.4	240.26	5.1 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
Repair, refurbishment and remanufacturing	5.1	19.98	0.4 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
Sale of spare parts	5.2	67.37	1.4 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
Sale of second-hand goods	5.4	0.54	0.0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
<b>Turnover of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)</b>		1,054.98	22.6 %	15.5 %	0.0 %	0.0 %	0.0 %	7.0 %	0.0 %									
<b>Turnover of taxonomy-eligible activities (A.1 + A.2)</b>		<b>1,054.98</b>	<b>22.57 %</b>	<b>15.54 %</b>	<b>0.00 %</b>	<b>0.00 %</b>	<b>0.00 %</b>	<b>7.04 %</b>	<b>0.00 %</b>									
<b>TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>	<b>B</b>																	
<b>Turnover of taxonomy-non-eligible activities</b>		<b>3,634.14</b>	<b>77.4 %</b>															
<b>Total</b>		<b>4,689.12</b>	<b>100 %</b>															

## CAPITAL EXPENDITURES (CAPEX)

2023

Economic activities	Code	Year	Substantial contribution criteria							DSNH criteria ("Does Not Significantly Harm")							Minimum safe-guards	Category (enabling activity)	Category (transitional activity)
			CapEx	Proportion of CapEx turnover	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity			
		EUR million	%	%	%	%	%	%	%										
<b>TAXONOMY-ELIGIBLE ACTIVITIES</b>																			
<b>Capex of environmentally sustainable activities (taxonomy-aligned)</b>																			
	<b>A.1</b>	0.0	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a			
Of which Enabling		0.0	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	E		
Of which Transitional		0.0	0.0%	0.0%						n/a	n/a	n/a	n/a	n/a	n/a	n/a	T		
<b>Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)</b>																			
	<b>A.2</b>																		
Manufacture of low carbon technologies for transport	3.3	0.15	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Manufacture of iron and steel	3.9	2.97	0.3%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Manufacture of carbon black	3.11	41.36	3.8%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Manufacture of automotive and mobility components	3.18	2.25	0.2%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Electricity generation using solar photovoltaic technology	4.1	0.36	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Electricity generation from bioenergy	4.8	7.32	0.7%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Production of heat/cool using waste heat	4.25	0.04	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Renewal of waste water collection and treatment	5.4	0.02	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Passenger interurban rail transport	6.1	4.01	0.4%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Urban and suburban transport, road passenger transport	6.3	0.30	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Operation of personal mobility devices, cycle logistics	6.4	0.08	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Transportation by motorbikes, passenger cars and light commercial vehicles	6.5	0.43	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Freight transport services by road	6.6	0.35	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										

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n/a = not applicable  
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Economic activities	Year			Substantial contribution criteria						DSNH criteria ("Does Not Significantly Harm")								
	Code	CapEx EUR million	Proportion of CapEx turnover %	Climate change mitigation %	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Category (enabling activity)	Category (transitional activity)
Infrastructure for rail transport	6.14	0.05	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Renovation of existing buildings	7.2	1.25	0.1 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Installation, maintenance and repair of energy efficiency equipment	7.3	4.23	0.4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	7.5	0.16	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Aquisition and ownership of buildings	7.7	252.49	23.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Data processing, hosting and related activities	8.1	0.03	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Education	11.1	1.72	0.2 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Maintenance of roads and motorways	3.4	9.21	0.8 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
Repair, refurbishment and remanufacturing	5.1	0.14	0.0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
<b>CapEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)</b>		<b>328.90</b>	<b>30.0 %</b>	<b>29.1 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.9 %</b>	<b>0.0 %</b>									
<b>CapEx of taxonomy-eligible activities (A.1 + A.2)</b>		<b>328.90</b>	<b>29.99 %</b>	<b>29.14 %</b>	<b>0.00 %</b>	<b>0.00 %</b>	<b>0.00 %</b>	<b>0.85 %</b>	<b>0.00 %</b>									
<b>TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>	<b>B</b>																	
<b>CapEx of taxonomy-non-eligible activities</b>		<b>767.65</b>	<b>70.0 %</b>															
<b>Total</b>		<b>1,096.55</b>	<b>100 %</b>															



## OPERATIONAL EXPENDITURES (OPEX)

2023	Year		Substantial contribution criteria							DSNH criteria ("Does Not Significantly Harm")						Minimum safe-guards	Category (enabling activity)	Category (transitional activity)
	Code	OpEx	Proportion of OpEx turnover	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity			
Economic activities		EUR million	%	%	%	%	%	%	%	%	%	%	%	%	%	%		
<b>TAXONOMY-ELIGIBLE ACTIVITIES</b>																		
<b>A</b>																		
<b>Opex of environmentally sustainable activities (taxonomy-aligned)</b>																		
	<b>A.1</b>	<b>0.0</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>	<b>0.0 %</b>		
Of which Enabling		0.0	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	E	
Of which Transitional		0.0	0.0 %	0.0 %													T	
<b>Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)</b>																		
<b>A.2</b>																		
Manufacture of low carbon technologies for transport	3.3	0.20	0.2 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of iron and stellite	3.9	1.54	1.4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of carbon black	3.11	0.17	0.2 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Manufacture of automotive and mobility components	3.18	0.94	0.9 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Transmission and distribution of electricity	4.9	0.21	0.2 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Production of heat/cool using waste water	4.25	0.00	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
High-efficiency co-generation of heat/cool and power from fossil gaseous fuels	4.30	0.06	0.1 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Production of heat/cool from fossil gaseous fuels in an efficient district heating and cooling system	4.31	0.02	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Construction, extension and operation of water collection, treatment and supply systems	5.1	0.01	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Sale of spare parts	5.5	0.11	0.1 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Passenger interurban rail transport	6.1	4.94	4.6 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		
Urban and suburban transport, road passenger transport	6.3	9.63	8.9 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		

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2023	Year		Substantial contribution criteria							DSNH criteria ("Does Not Significantly Harm")								
	Code	OpEx EUR million	Proportion of OpEx turnover %	Climate change mitigation %	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Category (enabling activity)	Category (transitional activity)
Operation of personal mobility devices, cycle logistics	6.4	0.00	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Transportation by motorbikes, passenger cars and light commercial vehicles	6.5	1.58	1.5 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Freight transport services by road	6.6	0.38	0.4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Inland passenger water transport	6.7	0.19	0.2 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Infrastructure for rail transport	6.14	0.15	0.1 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Renovation of existing buildings	7.2	6.49	6.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Installation, maintenance and repair of energy efficiency equipment	7.3	0.03	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Acquisition and ownership of buildings	7.7	0.24	0.2 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Data processing, hosting and related activities	8.1	0.00	0.0 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Education	11.1	0.22	0.2 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL									
Depollution and dismantling of end-of-life products	2.6	0.02	0.0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
Demolition and wrecking of buildings and other structures	3.3	0.01	0.0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
Maintenance of roads and motorways	3.4	3.63	3.4 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
Sale of spare parts	5.2	0.02	0.0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL									
<b>OpEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)</b>		30.79	28.4 %	25.1 %	0.0 %	0.0 %	0.0 %	3.4 %	0.0 %									
<b>OpEx of taxonomy-eligible activities (A.1 + A.2)</b>		<b>30.79</b>	<b>28.45 %</b>	<b>%</b>	<b>0.00 %</b>	<b>%</b>	<b>0.00 %</b>	<b>%</b>	<b>0.00 %</b>									
<b>TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>	<b>B</b>																	
<b>OpEx of taxonomy-non-eligible activities</b>		<b>77.45</b>	<b>71.6 %</b>															
<b>Total</b>		<b>108.24</b>	<b>100 %</b>															

## SUMMARY TABLE

	Proportion of turnover/total revenue		Proportion of CapEx/total CapEx		Proportion of OpEx/total OpEx	
	Taxonomy-aligned per environmental objective	Taxonomy-eligible per environmental objective	Taxonomy-aligned per environmental objective	Taxonomy-eligible per environmental objective	Taxonomy-aligned per environmental objective	Taxonomy-eligible per environmental objective
CCM	0.0 %	15.5 %	0.0 %	29.1 %	0.0 %	25.1 %
CCA	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %
WTR	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %
CE	0.0 %	7.0 %	0.0 %	0.9 %	0.0 %	3.4 %
PPC	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %
BIO	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %

Share of goods or services associated with taxonomy-eligible and taxonomy-compliant economic activities as a percentage of the total revenue, CapEx and OpEx.

Munich, March 27, 2024

Mutares Management SE,  
General Partner of Mutares SE & Co. KGaA

The Management Board

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### Mutares SE & Co. KGaA

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