

CORPORATE GOVERNANCE DECLARATION

The Corporate Governance Declaration pursuant to Sections 289f and 315d of the German Commercial Code (*Handelsgesetzbuch, "HGB"*) is the key instrument for reporting on corporate governance (principle 22 of the German Corporate Governance Code in its version of 16 December 2019, "DCGK 2020"). It is part of the combined management report. Pursuant to Section 317 (2) sentence 6 HGB, the auditor must limit its audit of the information provided pursuant to Sections 289f (2) and (5) and Section 315d HGB to considering only whether or not the information has been provided.

I. Declaration of conformity pursuant to Section 161 AktG

On 7 December 2021, the Board of Directors and the Supervisory Board of LEONI AG issued the declaration regarding the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act shown below:

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

Since submitting the last Declaration of Conformity on 10 December 2020, LEONI AG has complied with all of the recommendations of the German Corporate Governance Code in its version of 16 December 2019 as published by the German Federal Ministry of Justice and Consumer Protection in the official part of the Federal Gazette (Bundesanzeiger) on 20 March 2020 and will continue to comply.

Nuremberg, 7 December 2021

LEONI AG

For the Board of Directors



Aldo Kamper

For the Supervisory Board



Dr.-Ing. Klaus Probst

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

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

The compensation report on the last financial year and the auditor's report pursuant to Section 162 of the German Stock Corporation Act (*Aktiengesetz*, "AktG") will be on the agenda of the Annual General Meeting on 24 May 2022 for approval. The compensation report, including the auditor's report, will be published at » www.leoni.com/en/investor-relations/corporate-governance/board-of-directors and » www.leoni.com/en/investor-relations/corporate-governance/supervisory-board; immediately after the Annual General Meeting, the relevant resolution of the Annual General Meeting will also be made available on the website and will remain publicly available in accordance with the legal requirements.

The current compensation system applicable to the members of the Board of Directors pursuant to Section 87a AktG was presented to and approved by the Annual General Meeting on 23 July 2020. The resolution approving the compensation and the compensation system for the members of the Supervisory Board pursuant to Section 113 AktG was adopted at the Annual General Meeting on 19 May 2021. Further information on the currently applicable compensation system for the members of the Board

of Directors and the Supervisory Board, including the relevant resolutions adopted at the Annual General Meeting, can be found at » www.leoni.com/en/investor-relations/corporate-governance/board-of-directors and » www.leoni.com/en/investor-relations/corporate-governance/supervisory-board as well as at » www.leoni.com/en/agm2020 and » www.leoni.com/en/agm2021.

III. Other relevant corporate governance practices

1. Suggestions of the Code

On a voluntary basis, LEONI AG also follows the suggestions of the DCGK 2020 and complies with them with the following exceptions:

The Board of Directors has not taken an advance decision as to whether, in the event of a takeover offer, it should convene an extraordinary general meeting at which shareholders will discuss the takeover offer and may decide on corporate actions (suggestion A.5). The Board of Directors would take such a decision on a case-by-case basis depending on the terms of a potential takeover offer and the specific need for discussions and decisions and taking into account the amount of work and resources that an extraordinary general meeting would require.

According to suggestion D.8 sentence 2 DCGK, attending the meetings of the Supervisory Board and its committees by telephone and video conference should not be the rule. Therefore, these meetings may only be attended by telephone in exceptional cases. During the financial year 2021, due to the restrictions associated with the Covid-19 pandemic, 44 of the total of 53 ordinary and extraordinary meetings of the Supervisory Board and its committees were held as virtual meetings or hybrid meetings with the option of attending in person or virtually.

2. External standards and internal sets of rules

Beyond the statutory regulations and the DCGK 2020, the corporate governance of LEONI AG is aligned with recognised external standards and various internal sets of rules. These include the UN Global Compact, the LEONI Social Charter and Diversity Charter, as well as internal guidelines, such as the LEONI Code of Conduct and the occupational health, safety and environmental protection policy for LEONI's company divisions that had been transferred to the divisional level in 2019. Further details are provided in the non-financial Group information statement pursuant to Section 315b HGB and can be viewed on the website of LEONI AG at » www.leoni.com/en/compliance and » www.leoni.com/en/code-of-conduct.

IV. Description of the procedures of the Board of Directors and the Supervisory Board and of the composition and procedures of the Supervisory Board Committees

In the financial year 2021, the Board of Directors and the Supervisory Board of LEONI AG collaborated closely and with mutual trust for the benefit of the Company. The Supervisory Board actively assists and monitors the Board of Directors' work. At the Supervisory Board meetings, the Board of Directors and the Supervisory Board members discuss all key strategic decisions and transactions requiring consent thoroughly, openly and in strict confidentiality.

1. Composition and procedures of the Board of Directors

a) Composition of the Board of Directors

As provided for by LEONI AG's Articles of Association, the Board of Directors of the Company has at least two members. As at 31 December 2021, the Board of Directors had two members, namely Aldo Kamper as Chief Executive Officer (CEO) and Ingrid Jägering as Chief Financial Officer (CFO). On 31 March 2021, Hans-Joachim Ziems, who, as a member of the Board of Directors,

was entrusted with the Company's financial and operational restructuring, left the Board of Directors as planned due to the fixed term of his appointment.

In the financial year 2021, the Board of Directors was thus composed as follows:

Ingrid Maria Jägering, industrial business management assistant (*Industriekauffrau*), 55

First appointed: 1 August 2019

Appointed until: 31 December 2022

Areas of responsibility:

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

Aldo Kamper, MBA, 51

First appointed: 1 September 2018

Appointed until: 31 December 2026

Areas of responsibility:

Chief Executive Officer (CEO); also head of the following departments: Corporate Communications & Investor Relations, Corporate Legal, Corporate Strategy; furthermore, head of Senior/Executive Management & Development; also responsible for the operational management of the Wiring Systems Division (Division CEO) and Wire & Cable Solutions Division

Hans-Joachim Ziems, degree in business administration (*Diplom-Kaufmann*), 68

First appointed: 1 April 2020

Appointed until: 31 March 2021

Areas of responsibility:

Chief Restructuring Officer (CRO); also CRO of the Wiring Systems Division, CRO of the Wire & Cable Solutions Division and head of the Financial & Operational Restructuring and Liquidity Management departments of LEONI AG

b) Leadership and management

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

The law and the rules of procedure govern the collaboration and the allocation of duties among the members of the Board of Directors. The rules of procedure and the related schedule of responsibilities are regularly reviewed by the Supervisory Board for the need of updating. The rules of procedure for the Board of Directors as amended from time to time are available on the website of LEONI AG at » www.leoni.com/en/investor-relations/corporate-governance/.

In the past financial year, the Board of Directors' work focused on managing the bottlenecks in global supply chains as a consequence of the semiconductor shortage and the lasting effects of the Covid-19 pandemic on the Company. This included short-term fluctuations in demand and increased commodity prices, but also

the protection of our employees. In addition to taking extensive hygiene measures, LEONI offered vaccination to its employees worldwide at an early stage, thus relieved the burden on public infrastructures and contributing to increasing vaccination rates, also in emerging markets. Furthermore, the agreed restructuring concept, inter alia as part of the VALUE 21 performance and strategy programme, and the Company's strategic focus on the wiring systems business were implemented consistently. Against this background, several units of the Wire & Cable Solutions Division (WCS) were sold. The "NextGen WSD" (Wiring Systems Division) transformation programme has been successfully implemented and a new Environmental, Social and Governance (ESG) programme ("Rewire") was developed. Preparatory measures have been taken for the upcoming refinancing in the financial year 2022, with LEONI AG continuing to attach great importance to ensuring transparency and communication with stakeholders.

c) Compliance

As part of the compliance management during the year under report, the Board of Directors dealt with the organisation and the further development of all compliance matters and ensured the implementation of the necessary measures. Recommendations for actions that resulted from the external audit of two subsections of the Compliance Management System were translated into improvement projects, and the Company continued to implement the

recommendations in the year under report. The conclusions drawn from the findings of the external effectiveness test, from the compliance activities that were carried out and from the measures taken with regard to compliance monitoring, will be included in the assessment of the effectiveness of the compliance programme and therefore in the compliance risk analysis and assessment. The compliance risk assessment is included in the risk evaluation of the Group as part of the risk management system and also forms the basis for planning the compliance activities in the following year.

d) Communication and transparency

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

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

The CEO's speech at the Annual General Meeting of LEONI AG and a presentation shown during that speech can be followed online. This presentation will be available until the next Annual General Meeting at » www.leoni.com/fileadmin/corporate/investors/events/2021/annual_general_meeting/leoni-hv-rede-ceo-presentation-2021.pdf (only in German).

e) Sharing information with the Supervisory Board

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

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

a) Composition of the Supervisory Board

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

In the financial year 2021, Dr Klaus Probst continued to hold office as the Chairman of the Supervisory Board; Franz Spieß was the First Deputy Chairman of the Supervisory Board during the entire financial year. The position of Second Deputy Chairman remains vacant. In accordance with the requirements of Section 100 (5) AktG,

which entered into force on 1 July 2021, both Prof. Dr Christian Rödl and the Supervisory Board member Klaus Rinnerberger have expert knowledge in the fields of accounting and auditing respectively.

All members of the Supervisory Board comply with the limitation of the total number of supervisory board mandates they may accept in accordance with the recommendations in the DCGK 2020.

During the financial year 2021, the following changes occurred regarding the Supervisory Board: The member of the Supervisory Board Dirk Kaliebe, who was appointed by court resolution of 15 August 2020, left the Supervisory Board upon the close of the Annual General Meeting of 19 May 2021. The Annual General Meeting of 19 May 2021 newly elected Klaus Rinnerberger as a shareholder representative.

In the financial year 2021, the Supervisory Board was composed as follows:

Dr Klaus Probst, Chairman of the Supervisory Board

Former CEO of LEONI AG, retired, 68

Supervisory Board member since: 2017**Appointed until:** 2022**Committee memberships**

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

Memberships of other statutory supervisory boards in Germany

None

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

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

In the opinion of the Supervisory Board, the Supervisory Board member is independent from the Company and its Board of Directors. The member has no personal or business relationship with the Company or its Board of Directors that may cause a substantial – and not merely temporary – conflict of interest. LEONI AG does not have a controlling shareholder.

Franz Spieß, Deputy Chairman of the Supervisory Board

First senior authorised signatory of the IG Metall trade union in Schwabach, 65

Supervisory Board member since: 2006**Appointed until:** 2022**Committee memberships**

- Mediation Committee pursuant to Section 27 (3) MitbestG
- Personnel Committee
- Audit Committee
- Special Committee
- Purchase Offer Ad hoc Committee

Memberships of other statutory supervisory boards in Germany

None

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

None

Employee representative

Dr Elisabetta Castiglioni

CEO of A1 Digital International GmbH & A1 Digital Deutschland GmbH, Vienna/Munich, 57

Supervisory Board member since: 2017**Appointed until:** 2022**Committee memberships**

- Nomination Committee
- Strategy Committee

Memberships of other statutory supervisory boards in Germany

None

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

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

In the opinion of the Supervisory Board, the Supervisory Board member is independent from the Company and its Board of Directors. The member has no personal or business relationship with the Company or its Board of Directors that may cause a substantial – and not merely temporary – conflict of interest. LEONI AG does not have a controlling shareholder.

Wolfgang Dehen

Former CEO of Osram Licht AG, retired, 68

Supervisory Board member since: 2017**Appointed until:** 2022**Committee memberships**

- Personnel Committee
- Strategy Committee (Chairman)
- Special Committee (Chairman)
- Purchase Offer Ad hoc Committee

Memberships of other statutory supervisory boards in Germany

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

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

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

In the opinion of the Supervisory Board, the Supervisory Board member is independent from the Company and its Board of Directors. The member has no personal or business relationship with the Company or its Board of Directors that may cause a substantial – and not merely temporary – conflict of interest. LEONI AG does not have a controlling shareholder.

Continuation of the Supervisory Board composition:

Mark Dischner

Chairman of the General Works Council of LEONI AG, 48

Committee memberships

- Personnel Committee
- Special Committee

Supervisory Board member since: 2017

Memberships of other statutory supervisory boards in Germany

Appointed until: 2022

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

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

None

Employee representative

Janine Heide

Secretary of the IG Metall trade union, Offenbach office, 38

Committee memberships

None

Supervisory Board member since: 2019

Memberships of other statutory supervisory boards in Germany

- Until 13 April 2021: Deputy Chairwoman of the Supervisory Board of Caverion Deutschland GmbH, Munich (not listed)

Appointed until: 2022

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

None

Employee representative

Dirk Kaliebe

Adviser; former CFO of Heidelberger Druckmaschinen AG, 55

Committee memberships

- Audit Committee
- Special Committee

Supervisory Board member since: 2020

Memberships of other statutory supervisory boards in Germany

Left the Supervisory Board upon the close of the Annual General Meeting on: 19 May 2021

None

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

None

In the opinion of the Supervisory Board, the Supervisory Board member is independent from the Company and its Board of Directors. The member has no personal or business relationship with the Company or its Board of Directors that may cause a substantial – and not merely temporary – conflict of interest. LEONI AG does not have a controlling shareholder.

Karl-Heinz Lach

Works council chairman at LEONI Kerpen GmbH, Stolberg, 63

Committee memberships

- Strategy Committee
- Purchase Offer Ad hoc Committee

Supervisory Board member since: 2007

Memberships of other statutory supervisory boards in Germany

Appointed until: 2022

None

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

None

Employee representative

Richard Paglia

Senior Vice President of Global Purchasing, Wire & Cable Solutions Division, 55

Committee memberships

- Audit Committee
- Strategy Committee
- Special Committee

Supervisory Board member since: 2012

Memberships of other statutory supervisory boards in Germany

Appointed until: 2022

None

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

None

Employee representative

Continuation of the Supervisory Board composition:

Klaus Rinnerberger

Member of the Board of Directors of Pierer Industrie AG, Wels/Austria, 58

Committee memberships

- Audit Committee
- Special Committee

Supervisory Board member since:

19 May 2021

Memberships of other statutory supervisory boards in Germany

- Chairman of the Supervisory Board of SHW AG, Aalen (listed until 31 December 2021)*
- Chairman of the Supervisory Board of Schwäbische Hüttenwerke Automotive GmbH, Aalen (not listed)*

Appointed until:

2022

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

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

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

In accordance with recommendation C.13 DCGK 2020, it is pointed out that Mr Rinnerberger is a member of the Board of Directors of Pierer Industrie AG. In its announcement of 15 September 2021 pursuant to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz, "WpÜG"*), Pierer Industrie AG reported that as at 10 September 2021, approximately 15.49% of the LEONI voting rights were held by it and the persons acting jointly with it. Pierer Industrie AG is therefore a key shareholder of LEONI AG within the meaning of the recommendation C.13 DCGK 2020. In the opinion of the Supervisory Board, Mr Rinnerberger has no other personal or business relationship with the Company or the LEONI Group or the Company's corporate bodies that would require disclosure pursuant to recommendation C.13 DCGK 2020. In the opinion of the Supervisory Board, Mr Rinnerberger is independent from the Company and its Board of Directors. LEONI AG does not have a controlling shareholder.

Prof. Dr Christian Rödl

Lawyer, tax consultant, Managing Partner at Rödl & Partner, 53

Committee memberships

- Audit Committee (Chairman)

Supervisory Board member since:

2015

Memberships of other statutory supervisory boards in Germany

- Member of the Supervisory Board of Concentro Management AG, Nuremberg (not listed)

Appointed until:

2022

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

- Chairman of the Board of Shareholders of UVEX Winter Holding GmbH & Co. KG, Fürth (not listed)
- Member of the Advisory Board of Deutsche Bank AG, Bavaria (listed)

In the opinion of the Supervisory Board, the Supervisory Board member is independent from the Company and its Board of Directors. He has no personal or business relationship with the Company or its Board of Directors that may cause a substantial – and not merely temporary – conflict of interest. LEONI AG does not have a controlling shareholder.

Regine Stachelhaus

Independent entrepreneur, 66

Committee memberships

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

Supervisory Board member since:

2019

Appointed until:

2022

Memberships of other statutory supervisory boards in Germany

- Member of the Supervisory Board of Ceconomy AG, Dusseldorf (listed)
- Member of the Supervisory Boards of COVESTRO AG and COVESTRO Deutschland AG, Leverkusen (listed)
- Member of the Supervisory Board of SPIE Deutschland & Zentraleuropa GmbH, Ratingen (not listed)

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

- Member of the Supervisory Board of SPIE SA, France (listed)

In the opinion of the Supervisory Board, the Supervisory Board member is independent from the Company and its Board of Directors. The member has no personal or business relationship with the Company or its Board of Directors that may cause a substantial – and not merely temporary – conflict of interest. LEONI AG does not have a controlling shareholder.

Inge Zellermaier

Paramedic, 58

Committee memberships

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

Supervisory Board member since:

2017

Appointed until:

2022

Memberships of other statutory supervisory boards in Germany

None

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

None

Employee representative

b) Responsibilities and procedures of the Supervisory Board

The Supervisory Board of LEONI AG monitors and advises the Board of Directors on the management of the Company. Its work is governed by applicable law, the Articles of Association, the DCGK 2020 and the rules of procedure. The rules of procedure for the Supervisory Board as amended from time to time are available on the website of LEONI AG at » www.leoni.com/en/investor-relations/corporate-governance. The change to the rules of procedure for the Supervisory Board made on 16 September 2021 is explained in the Supervisory Board report.

The Supervisory Board regularly reviews the efficiency of its work. In the financial year 2021, the Supervisory Board held an executive session on 11 November 2021. At that meeting – without the Board of Directors being present – the Supervisory Board also discussed the findings of the efficiency audit, which had been conducted in the form of a self-evaluation by questionnaire and one-on-one interviews. The outcome for the Supervisory Board was that it will continue to attach importance to its constant ongoing training and, in light of the challenging market environment, will focus more on LEONI's long-term corporate strategy.

The objective to hold at least one Supervisory Board meeting per year at a production facility of LEONI AG was met – in light of the

current hygiene requirements due to the Covid-19 pandemic – by holding a one-day Supervisory Board meeting at one of our sites in September 2021. The other Supervisory Board meetings in 2021 were for the most part held as virtual meetings due to the Covid-19 pandemic. More details on the Supervisory Board's work under the impact of the Covid-19 pandemic and, in particular, on the number of meetings and the key issues discussed are set out in the Supervisory Board report.

The Supervisory Board also critically reflected on its competence profile and, as a consequence, partly amended it. The competence profile of the Supervisory Board includes the criterion of the independence of Supervisory Board members that is aimed at avoiding conflicts of interest » www.leoni.com/en/investor-relations/corporate-governance. More details can be found in the section "Diversity concept" below. A description of the conflicts of interest that arose in the financial year 2021 and how they were handled is contained in the Supervisory Board report.

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

c) Supervisory Board Committees

To increase the efficiency of the Supervisory Board's work, the following Committees are in place, all of which, except for the Nomination Committee, the Mediation Committee and the Purchase Offer Ad Hoc Committee, met regularly during the year under report: the Audit Committee, the Personnel Committee, the Nomination Committee, the Mediation Committee, the Special Committee, the Strategy Committee and the Purchase Offer Ad hoc Committee. The respective Committee chairpersons report on the Committees' work during the Supervisory Board meetings.

The **AUDIT COMMITTEE**'s task is to discuss and review in advance the annual financial statements, the consolidated financial statements, the management report, the combined management report and the report of the Board of Directors on relations with affiliated companies (dependency report), as well as the Board of Director's dividend proposal. Furthermore, the Audit Committee discusses the half-year and any quarterly financial reports with the Board of Directors. The Audit Committee deals with matters concerning accounting and compliance, risk management and internal auditing, as well as with the Internal Control System, including testing the effectiveness of the systems and measures that are in place in each case. It prepares the Supervisory Board's proposal to the shareholders at the Annual General Meeting

regarding the nomination of the auditor and submits its reasoned recommendation on this nomination to the Supervisory Board. The Audit Committee furthermore verifies the independence of the auditor and obtains the statement of independence. It instructs the auditor to perform the audit and agrees on the fees with said auditor, determines the focal areas of the audit and monitors the audit.

The Audit Committee meets at least four times a year. In the reporting year 2021, the Audit Committee convened for four ordinary meetings and one extraordinary meeting. The Audit Committee consists of four members – two shareholder representatives and two employee representatives – to be elected by the Supervisory Board, one of whom the Supervisory Board appoints as chair. As at 31 December 2021, the members of the Audit Committee are Prof. Dr Christian Rödl (Chairman), Richard Paglia, Klaus Rinnerberger and Franz Spieß.

The Audit Committee's Chairman, Prof. Dr Christian Rödl, is independent, is not also the Chairman of the Supervisory Board and has at no point in time been a member of the Board of Directors of LEONI AG. Prof. Dr Christian Rödl, the Chairman of the Audit Committee, has expert knowledge in the fields of accounting and auditing, and Klaus Rinnerberger also has expert knowledge in the fields of accounting and auditing (two independent financial

experts) in accordance with the requirements of Section 107 (4) AktG, which entered into force on 1 July 2021. Further information on the content of the meetings can be found in the Supervisory Board report.

The **PERSONNEL COMMITTEE**'s main tasks are to advise on the appointment and removal of the members of the Board of Directors, the compensation system for the members of the Board of Directors and the principal elements of the service contracts of the members of the Board of Directors, as well as to approve contracts with Supervisory Board members in accordance with Section 114 AktG. The Committee meets at least twice a year. In 2021, the year under report, the Personnel Committee convened for a total of nine meetings.

Alongside the chair of the Supervisory Board as Committee chair, the Personnel Committee comprises the deputy of the Supervisory Board's chair and one Supervisory Board member, each to be elected on the proposal of the shareholder representatives and the employee representatives. As at 31 December 2021, the members of the Personnel Committee are Dr Klaus Probst (Chairman), Wolfgang Dehen, Mark Dischner and Franz Spieß. Further information on the content of the meetings can be found in the Supervisory Board report.

It is the **NOMINATION COMMITTEE**'s task to make recommendations to the Supervisory Board for its proposals to the shareholders at the Annual General Meeting of suitable candidates to be elected to the Supervisory Board to represent the shareholders. The suitability of a candidate is judged based on the competence profile prepared by the entire Supervisory Board, the targets concerning the Board's composition (taking into account the applicable statutory requirements), the diversity concept and a questionnaire. In 2021, the year under report, the Nomination Committee convened for a total of two meetings.

In addition to the Supervisory Board Chairman, who also chairs the Committee, the Nomination Committee has two further members, who are elected by the shareholder representatives. When appointing members to the Committee, the Supervisory Board furthermore ensures a well-balanced representation of both women and men. As at 31 December 2021, the members of the Nomination Committee are Dr Klaus Probst (Chairman), Dr Elisabetta Castiglioni and Regine Stachelhaus. Further information on the content of the two meetings held in 2021, the year under report, can be found in the Supervisory Board report.

To perform the duties set out in Section 31 (3) sentence 1 MitbestG, the Supervisory Board has formed a **MEDIATION COMMITTEE** pursuant to Section 27 (3) MitbestG, which consists of the chair

of the Supervisory Board as Committee chair, his deputy and one member, each elected by the members representing the employees and the members representing the shareholders by a majority of the votes cast. The Mediation Committee did not meet in the reporting year. As at 31 December 2021, the members of the Mediation Committee are Dr Klaus Probst (Chairman), Franz Spieß, Regine Stachelhaus and Inge Zellermaier.

The **STRATEGY COMMITTEE** deals in an advisory and preparatory capacity with the corporate strategy. Its principal tasks comprise advising the Board of Directors on the Company's strategic development, matters involving the corporate strategy and projects of strategic relevance, as well as preparing strategy meetings and decisions of the Supervisory Board on matters requiring consent concerning acquisitions, capital expenditure, organisational changes and restructuring. The Committee convenes at least twice each calendar year, in addition to the Supervisory Board's annual strategy meeting. In 2021, the year under report, the Strategy Committee convened for a total of three meetings.

The Strategy Committee comprises three members each of the shareholder representatives and the employee representatives, all of whom are to be elected by the Supervisory Board. As at 31 December 2021, the members of the Strategy Committee are Wolfgang Dehen (Chairman), Dr Elisabetta Castiglioni, Karl-Heinz Lach, Richard Paglia, Dr Klaus Probst and Inge Zellermaier. The

Chairman of the Committee, Wolfgang Dehen, has – as a former managing board member of an internationally active group of companies – the necessary expertise in the field of strategic decisions. Further information on the content of the meetings can be found in the Supervisory Board report.

The **SPECIAL COMMITTEE**'s task is to advise the Board of Directors with regard to the ongoing work in connection with the refinancing of LEONI AG and of its Group and to monitor the asset and liquidity situation, including monitoring the measures initiated by the Board of Directors in that respect. The Special Committee works closely with the Board of Directors. The Board of Directors reports regularly to the Special Committee on the current financial, asset and liquidity situation and on current issues in connection with the Covid-19 pandemic. In the year under report, the Special Committee's twelve meetings were held once a month together with the members of the Board of Directors.

The Special Committee is subject to the principle of equal representation and consists of six members. As at 31 December 2021, the members of the Special Committee are Wolfgang Dehen (Chairman), Mark Dischner, Richard Paglia, Dr Klaus Probst, Klaus Rinnerberger and Franz Spieß. The Chairman of the Committee, Wolfgang Dehen, was appointed based on his many years of operational experience and expertise. Further information on the content of the meetings can be found in the Supervisory Board report.

Additionally, on 25 June 2021, the **PURCHASE OFFER AD HOC COMMITTEE** was set up to deal with upcoming takeover offers. In the financial year 2021, the Committee convened for two meetings. The Purchase Offer Ad hoc Committee was subject to the principle of equal representation and consisted of four members. The members of the Ad hoc Committee were Dr Klaus Probst (Chairman), Wolfgang Dehen, Karl-Heinz Lach and Franz Spieß. The Purchase Offer Ad hoc Committee was formally dissolved by resolution on 1 February 2022.

Further information on the focal points of the Committees' work in the financial year 2021 are set out in the Supervisory Board report.

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

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

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

1. Representation of both sexes on the Board of Directors

In accordance with Section 111 (5) sentence 1 AktG, the Supervisory Board set the objective of appointing a number of women to the Board of Directors of LEONI AG that equals a percentage of 15 percent and determined that this objective is to be reached by 30 June 2022. As at 31 December 2021, this targeted minimum percentage has been reached, as was the case in the previous financial year, when the Board of Directors had one female and one male member, which equals a percentage of 50 percent.

According to the German Stock Corporation Act in its version of the German Second Leadership Positions Act (*Zweites Führungspositionen-Gesetz, "FüPoG II"*) in force since 12 August 2021, at least one woman and at least one man must be members of the Board of Directors (minimum participation requirement), Section 76 (3a) AktG, if the Board of Directors consists of more than three members. Therefore, the minimum participation requirement did not apply to LEONI AG in the financial year 2021.

2. Stipulations regarding the two management levels below the Board of Directors

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

For the next two management levels below the Board of Directors, the Board of Directors has set the target minimum percentages to be met by 30 June 2022 at 15 percent for both levels.

Pursuant to the current definition of the higher management levels of LEONI AG, two women were employed on the first management level below the Board of Directors as at 31 December 2020. In the financial year 2021, one woman was newly appointed to a position on that level, thereby increasing the percentage of women to 23 percent. The target value has therefore been reached as at 31 December 2021.

On the second management level, the percentage of women is 32 percent (as at 31 December 2021). Compared to the previous

year (31 percent), the minimum percentage has risen by 1 percentage point. The target minimum percentage of female employees working on the second management level below the Board of Directors has thereby also been exceeded.

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

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

In the financial year 2021, four of the Supervisory Board members were female: two among the shareholder representatives and two among the employee representatives. The minimum percentage requirement pursuant to Section 96 (2) sentence 1 AktG is thus fulfilled.

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

LEONI AG considers diversity a key factor of success for the Company's future viability. Living diversity is a strategic factor of success. Different career and educational backgrounds facilitate the fulfilment of duties and obligations in accordance with statutory requirements, the provisions of the Company's Articles of Association and the rules of procedure. Increasing internationalisation requires LEONI AG to lead teams reflecting diversity. Without this capability and experience, it is not possible to take appropriate account of different cultural backgrounds within the Group. Maintaining a balanced age structure ensures a regular introduction of leadership talent and simultaneously ensures that knowledge, as well as work and life experience, are retained for as long as possible in the Company's best interest. Gender diversity, in turn, is reflected in the consistent continuation of the initiatives launched by the Board of Directors to increase the number of women in management positions. The activities of LEONI AG aim at raising awareness of gender diversity, in particular among managers, but also among the staff by way of mentoring programmes, e-learning courses and targeted training activities.

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

a) Competence profile and diversity concept

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

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

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

The implementation of the concept is ensured to a material extent by involving the Supervisory Board in the strategic, financial and current affairs of the Company and of its organisation, as provided for by statutory requirements, the provisions of the Articles of Association and the rules of procedure. The allocation of responsibilities, the appointment of members and the succession planning for the Board of Directors are part of the Supervisory Board's duties.

The Board of Directors reports regularly during Supervisory Board meetings on diversity issues and on the development and the potential of the managers within the Group. One main focus in the year under report was on the "NextGen WSD" programme, on the introduction of which the Board of Directors informed the Supervisory Board in detail and involved it accordingly. The aforementioned criteria are furthermore taken into account by the Personnel Committee and the Supervisory Board when making decisions regarding internal or external candidates to be appointed to the Board of Directors. In addition, when filling positions on the first management level below the Board of Directors, which is

subject to the Personnel Committee's consent, both the Board of Directors and the Supervisory Board take care to comply with the aforementioned criteria.

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

- ▮ reporting on personnel and succession planning for the Board of Directors and the first management level, including step-in solutions (emergency plan) and personnel planning geared to the Group's strategy;
- ▮ scanning of the market for suitable candidates for the Board of Directors and the first and second management levels with the involvement of experienced recruitment consultants conducting targeted searches for managers who meet the above criteria;
- ▮ promoting internal employees for the first and second management levels, while considering knowledge, experience and diversity aspects to promote in-house candidates for future appointments to Board of Directors positions.

In the opinion of the Supervisory Board and the Board of Directors, the measures initiated are suitable for appropriately accounting for the diversity aspect at an early stage of the staff selection

and promotion process in the future and for embedding an appropriate structure as regards experience and age on the Board of Directors. In particular with regard to the extended composition of the Board of Directors as at 1 February 2022, the members of the Board of Directors cover all areas of competence that are essential for LEONI AG with their many years of experience and their broad knowledge. Their international background provides optimum conditions for the multinational business of LEONI AG.

2. Diversity concept for the composition of the Supervisory Board

a) Diversity criteria integrated into the competence profile

To ensure qualified supervision and advice for the Board of Directors, the Supervisory Board has established a competence profile. The profile emphasises the level of independence, integrity, commitment and professionalism that is expected of all Supervisory Board members and is thoroughly reviewed and updated on a continuous basis. Moreover, the Supervisory Board is of the opinion that the diversity concept integrated into the competence profile ensures that different societal groups and stakeholders of LEONI AG are represented. The competence profile as amended from time to time is available at » www.leoni.com/en/investor-relations/corporate-governance.

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

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

- ▮ management/leadership
- ▮ human resources/new work/transformation
- ▮ business development and corporate organisation/M&A transactions
- ▮ industry and sector knowledge in the LEONI business areas
- ▮ new technologies, products and services (including mobility of the future, electrification)

- // operations and operative excellence
- // transformation of processes (including automation, process optimisation and redesign)
- // legal/compliance/corporate governance
- // accounting
- // auditing
- // (re-)financing/liquidity/capital market
- // restructuring and crisis competence
- // digitalisation/IT/software
- // ESG/sustainability

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

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

The aim of the diversity criteria integrated into the competence profile is to have a sufficient degree of diversity on the Supervisory Board, in addition to the Supervisory Board members being highly qualified in terms of expertise, in order to be able to successfully perform tasks in an international setting and in

mixed-gender teams. These criteria are also intended to serve as a guiding principle for the Company as a whole. The consideration of consistency and renewal with respect to (impending) appointments should contribute to sustainability and add new impulses. Diversity criteria include the following:

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

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

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

- // All shareholder representatives shall be independent within the meaning of the DCGK 2020. In particular, they are not to have any personal or business relation with LEONI AG, its corporate bodies, any controlling shareholders or companies affiliated with the latter that may cause a substantial and not merely temporary conflict of interest.
- // Conflicts of interest shall be avoided, for example, by ensuring that no directorships or similar positions are held or advisory tasks exercised for key competitors of LEONI AG.
- // The Supervisory Board shall not include more than two former members of the Board of Directors of LEONI AG.

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

In elections of new members of the Supervisory Board to act as shareholder representatives, the Nomination Committee takes the competence profile into account in its work. The election of the employee representatives in accordance with the provisions of the German Co-Determination Act (*Mitbestimmungsgesetz, "MitbestG"*) also contributes to having a diversity of career backgrounds.

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

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

The Supervisory Board performs regular evaluations of its work by using a questionnaire that has been created specifically for this evaluation and by discussing the findings at its executive sessions. One aspect of this evaluation is to detect any areas where the Supervisory Board members feel there are shortcomings in the composition of the Supervisory Board and, if necessary, to amend the competence profile accordingly. The evaluation performed in the year under report showed that the Supervisory Board members considered some adjustments to the existing competence profile to be necessary. More details on the findings of the evaluation in the financial year 2021 are set out under "Responsibilities and procedures of the Supervisory Board" above.

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

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

There was no controlling shareholder within the meaning of recommendation C.9 DCGK 2020 in the year under report. The Supervisory Board is of the opinion that all shareholder representatives are independent within the meaning of the DCGK 2020, so that the Supervisory Board also has an appropriate number of independent members. In particular, these members have no personal or business relations with LEONI AG, its corporate

bodies, any controlling shareholders or companies affiliated with the latter that may cause a substantial and not merely temporary conflict of interest. Nor do the Supervisory Board members hold directorships or similar positions or perform advisory tasks for important competitors of the LEONI Group. Additionally, reference is made to the information provided in the section "Composition of the Supervisory Board".