

## Report of the Supervisory Board

In accordance with the duties and responsibilities imposed on it by law and the Articles of Association, the Supervisory Board continuously informed itself about the business and strategic development of the company, advised the Management Board and monitored the management of the company during the financial year. The Supervisory Board was therefore always aware of the FRIEDRICH VORWERK Group's strategy, business policy, planning, risk situation and net assets, financial position and results of operations. It also reviewed the company's risk management and compliance and is of the opinion that these fulfil the requirements in full. The Supervisory Board was directly involved in all decisions of particular importance to the company. The Supervisory Board granted its approval for individual business transactions where this was required by law, the Articles of Association or the rules of procedure.

The Management Board fulfilled its duty to provide information and informed the Supervisory Board regularly, promptly and comprehensively in written and verbal form about the company's economic and financial situation, strategic direction, investment plans, risk management and compliance. The Supervisory Board discussed all measures requiring its approval in detail with the Management Board in advance. The Chairman of the Supervisory Board was also informed in detail between the dates of the Supervisory Board meetings and was therefore always aware of all issues of importance to the company and the Group. The Management Board and the Supervisory Board jointly agreed on the strategic direction and development of the Group.

Four ordinary meetings of the Supervisory Board were held in the 2024 financial year. The Management Board was represented at all meetings, unless the discussions in the Supervisory Board concerned Management Board matters. All members of the Supervisory Board attended all meetings, some of which were held in digital form.

The Management Board sent detailed reports and presentations to the members of the Supervisory Board in good time before the Supervisory Board meetings. Where decisions requiring approval were necessary, the documents contained detailed decision and investment proposals.

### Main issues discussed and resolutions of the Supervisory Board

At the individual meetings, the Supervisory Board analysed the current business development together with the Management Board and discussed the strategic direction. The discussions covered both the economic situation of the company and that of the individual subsidiaries. In the 2024 financial year, the Supervisory Board's deliberations focused on the growth strategy and medium-term capacity planning with regard to various major projects in pipeline and land cable construction.

The meeting of the Supervisory Board on 18 March 2024 focused in particular on:

- the audit of the annual and consolidated financial statements
- the resolution on the application of the German Corporate Governance Code
- the preparations and available capacities for the upcoming award of contracts for the realisation of High Voltage Direct Current (HVDC) transmission lines
- the preparation of the Annual General Meeting
- and the course of business as well as the status of major projects in the first quarter.

At its meeting on 3 June 2024, the Supervisory Board dealt with the following topics after the Annual General Meeting:

- the evaluation of the course of the Annual General Meeting
- reviewing the effectiveness of the compliance management system
- the status of ongoing major projects and their earnings situation
- the focus topic of personnel recruitment and development
- and the schedule of responsibilities of the Management Board.

The meeting of the Supervisory Board on 6 September 2024 focused in particular on

- investment planning for the year 2025
- the status of ongoing major projects and their earnings situation
- the development and strategic orientation of the new Ludwigsfelde site as well as a detailed inspection led by the manager responsible on site
- the self-assessment of the Supervisory Board
- and the development of net cash and cash equivalents and working capital in the current financial year.

The meeting of the Supervisory Board on 10 December 2024 focused on the following topics:

- the medium and long-term development of the Group with regard to the allocation of resources to the numerous infrastructure projects in the areas of electricity, hydrogen and natural gas
- the status of ongoing major projects and their results, including the current supplementary negotiations
- the detailed discussion of the 2025 budget
- and the discussion of the investment project in Wiesmoor.

### **Committees and composition of the Supervisory Board**

The members of the Supervisory Board are

- Dr Christof Nesemeier (Chairman)
- Dr Julian Deutz (Deputy Chairman)
- Heike von der Heyden

The Supervisory Board consists of three members. There is a separate Audit Committee to which all Supervisory Board members belong. Dr Julian Deutz was elected Chairman of the Audit Committee. Due to its size and composition, the Supervisory Board currently sees no need to form further committees.

### **Corporate Governance**

In the awareness that corporate governance makes a significant contribution to the responsible management and control of the company's management with a focus on value creation, the Supervisory Board continued to deal with topics and issues relating to corporate governance in 2024. Together with the Management Board, the Supervisory Board issued the annual declaration in accordance with section 161 of the Aktiengesetz (AktG – German Stock Corporation Act) on the recommendations of the German Corporate Governance Code. Further information on corporate governance can be found in the combined corporate governance declaration pursuant to section 315(5) in conjunction with section 289f HGB. The combined corporate governance declaration also contains the corporate governance report prepared by the Management Board and Supervisory Board as well as the declaration on the recommendations of the German Corporate Governance Code. The combined corporate governance declaration can be accessed at all times on the Friedrich Vorwerk Group SE website at [www.friedrich-vorwerk-group.de](http://www.friedrich-vorwerk-group.de). The members of the Management Board and Supervisory Board disclose any conflicts of interest to the Supervisory Board without delay.

### **Audit of annual and consolidated financial statements**

The Supervisory Board duly commissioned Nexia GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Düsseldorf, which was elected as auditor by the Annual General Meeting on 3 June 2024, to audit the annual financial statements and the consolidated financial statements as well as the combined management report and group management report for the 2024 financial year. The auditor has confirmed to the Supervisory Board that there are no professional, financial or other relationships between the auditor, its executive bodies and audit managers on the one hand and the company and the members of its executive bodies on the other that could give rise to doubts about its independence.

The annual financial statements of Friedrich Vorwerk Group SE as of 31 December 2024 and the joint management report for Friedrich Vorwerk Group SE and the FRIEDRICH VORWERK Group were prepared in accordance with the principles of commercial law, the consolidated financial statements as of 31 December 2024 in accordance with the International Financial Reporting Standards (IFRS) and audited by Nexia GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Düsseldorf, which was elected by the Annual General Meeting and commissioned by the Chairman of the Supervisory Board, and issued with an unqualified audit opinion dated 24 March 2025.

The Supervisory Board examined the annual financial statements prepared by the Management Board, the joint management report for Friedrich Vorwerk Group SE and the FRIEDRICH VORWERK Group, the proposal for the appropriation of net profits and the consolidated financial statements and discussed them with the auditor at the meeting on 24 March 2025. All of the Supervisory Board's questions were answered in detail by the auditor. The Supervisory Board received the auditor's report in good time before the meeting. Based on the final result of the audit conducted by the Supervisory Board, there were no objections to the annual financial statements, the management report and the consolidated financial statements. The consolidated financial statements were approved by the Supervisory Board on 24 March 2025. The annual financial statements of Friedrich Vorwerk Group SE are thus adopted.

The Supervisory Board shares the Management Board's assessment of the situation in the combined management and Group management report and approves the proposal of the Management Board on the appropriation of net profit, which provides for the distribution of a dividend of €0.30 per entitled share for the 2024 financial year.

The Supervisory Board would like to thank the Management Board, the management teams of the subsidiaries and all employees of the FRIEDRICH VORWERK Group for their enormous commitment to the company in these challenging times.

Tostedt, 24 March 2025

The Supervisory Board

*Dr Christof Nesemeier*  
Chairman