

VERBIO Vereinigte BioEnergie AG

Statement on corporate governance for the financial year 2020/2021 (from July 1, 2020 to June 30, 2021)

Report of the Management and Supervisory Boards in accordance with § 289 f and § 315 d of the German Commercial Code (Handelsgesetzbuch – HGB) and principle 22 of the German Corporate Governance Code (DCGK) in the version dated December 16, 2019 on corporate governance and declaration in accordance with § 161 of the German Stock Corporation Act (Aktiengesetz – AktG) on the recommendations of the “Governmental Commission on the German Corporate Governance Code”

The work of the management and supervisory bodies of VERBIO Vereinigte BioEnergie AG (“VERBIO”) is based on ethical principles and individuals taking responsibility for their behaviour, and is driven in accordance with the principles of responsible, transparent and value-driven corporate governance. In doing so, the management and supervision of the Company is designed to ensure the Company’s long-term success, to be achieved by following sustainable value-added policies. The Company follows the appropriate legal obligations and the recommendations of the German Corporate Governance Code (Deutscher Corporate Governance Kodex – DCGK) in its current revised version. In addition to issuing internal Group guidelines, which provide details of the application of corporate governance principles, VERBIO communicates about the development of the Company’s business in a transparent, comprehensive and timely manner.

Management and Supervision of the Group

VERBIO is a Company constituted under German law. The Company has three governing bodies: the annual general meeting, the Management Board, and the Supervisory Board. Their functions and powers are defined by the Stock Corporation Act and the articles of association. A basic requirement of German stock corporation law is the application of the dual management system. Under this system the Management Board is responsible for the management of the Company, and the Supervisory Board has a supervisory function. VERBIO has a Management Board consisting of five members, and a Supervisory Board consisting of three members. In addition, a replacement member of the Supervisory Board has been appointed. VERBIO’s Management and Supervisory Boards have a close and trusting working relationship, and their objective is to increase the value of the Company for its shareholders on a sustainable basis. The shareholders, as owners of the Company, exercise their rights at the annual general meeting.

Management Board

Composition, diversity concept, competence profile and objectives

In accordance with the articles of association, the Management Board of VERBIO shall consist of at least two members, and their areas of responsibility shall in all cases be allocated on a department-by-department basis. The Supervisory Board appoints the members of the Management Board in accordance with the articles of association and with the statutory requirements. The allocation of responsibilities to the individual members of the Management Board is described in the annual report 2020/2021 in the section “Executive bodies of the Company”.

The VERBIO Supervisory Board consists of five members. The members of the Management Board are jointly responsible for the management of the Company. The Management Board manages the Company with the objective of generating sustainable added value. This is done by the Management Board under its own responsibility and in the interests of the Company, that is, taking account of the interests of the Company’s shareholders, employees, customers and other groups associated with the business (stakeholders). The same applies to the determination of the Company’s objectives and strategy.

The Management Board develops the Company’s strategic plan, agrees this with the Supervisory Board, and is responsible for its implementation. It discusses the progress of its implementation with the Supervisory Board on a regular basis. In addition, it is responsible for the efficient management of risks and risk controlling, as well as meeting obligations set out by law and by internal guidelines, and takes measures to ensure they are respected by Group companies (compliance).

A target of 25 percent was set by the Management Board for female participation in the first management level on June 20, 2017, to be achieved by June 30, 2022; this had already been achieved, but was then subsequently underachieved in the financial year 2020/2021 at 23 percent. This was due to the fact that one female member of the management team left the Company while the composition of the remaining team remained unchanged. It was and is not necessary to set a quota for female participation in the second management level, as VERBIO acts in a purely holding company function with a flat management structure, so that there is only one relevant management level (management with personnel and management responsibility) below the Management Board.

The Supervisory Board has provided the Management Board with internal rules of procedure that describe the allocation of responsibilities between the members of the Management Board, the scope of the responsibilities reserved for the Management Board as a whole, the required majority votes necessary to approve Management Board resolutions, and a catalogue of transactions requiring prior approval. The catalogue of transactions that require prior approval includes decisions and measures that have a significant effect on the net assets, financial position or results of operations of the Company, as well as transactions between VERBIO Group companies and members of the Management Board or their related persons or entities.

The Chief Executive Officer coordinates the work of the Management Board. He chairs the meetings of the Management Board, which usually meets every fourteen days. All significant

decisions and measures are discussed at these meetings. Resolutions are approved with a simple majority of actual votes cast unless the articles of association or the rules of procedure state otherwise. In the event of a tied vote, the Chief Executive Officer shall have the casting vote.

The Management Board provides the Supervisory Board with comprehensive information in good time and on a regular basis, both orally and in writing, in the form of board reports and meeting documents regarding all matters of importance for the Company and the Group, in particular concerning business trends, business planning, fundamental questions regarding company strategy, the profitability of the business and the course of business, as well as the risk situation including risk management and relevant topics regarding compliance. In addition, the Management Board reports on transactions that are of particular significance to the Company's profitability or liquidity. The Management Board provides detailed information on variances between the course of business and the business plans and objectives. The reasons for the variances, as well as the measures taken in response to them, are discussed with the Supervisory Board. When significant events occur the Chairman of the Supervisory Board informs the Supervisory Board, and if necessary an extraordinary meeting of the Supervisory Board is convened. The Chairman of the Management Board maintains regular contact with the Chairman of the Supervisory Board between the dates of the meetings held by the Supervisory Board.

The composition of the Management Board of VERBIO shall ensure that its members, as a whole, have the necessary knowledge, skills and experience required to manage an international technology group.

The decisions made by the Supervisory Board concerning the composition of the Management Board shall be made based on a careful analysis of the existing and future commercial challenges.

The composition of the Management Board of VERBIO shall enable it to ensure it can perform its management tasks in a comprehensive and proper manner. The composition as a whole should, in combination, provide the knowledge and experience required to enable the Group to pursue its operating and commercial objectives in the interests of the shareholders and other stakeholders in an effective and sustainable manner.

Long-term commitments made by the individual members of the Management Board to the VERBIO Group ensure that the Company can benefit from the many years of professional and personal experience of the individual board members.

There are no specific time limits on the appointments of members of the Management Board. However, the rules of procedure provide that members of the Management Board shall, as a rule, not be older than 67 years of age.

A new member appointed to the Management Board shall possess sufficient knowledge, skills and technical experience to ensure that he is in a position to perform the tasks assigned to him in a proper manner appropriate to a public listed company active in international markets, and a technology company with worldwide activities.

In the opinion of the Supervisory Board the fundamental qualities required for a position as a member of the Management Board are, in particular, personality, commitment, integrity, outstanding leadership qualities, possession of the technical qualifications for the responsibilities assigned, a past performance record, knowledge of the business, as well as the ability to change business models and processes.

Further criteria used in the competence profile are

- Experience of the Group's environment as well as knowledge of the regions and markets that are of particular importance for VERBIO
- Years of experience with current industry and market developments
- Many years of experience of leadership in scientific, technical and commercial fields
- Diversity of professional backgrounds, experience and thinking
- Primary consideration of internal candidates

Nature and approaches to implementing competence profiles and diversity

The implementation of the concept is primarily ensured by the involvement of the Supervisory Board in the strategic, financial and current issues confronting the business and its organisation, as required by statutory obligations, the articles of association and the rules of procedure. The Supervisory Board is responsible for the allocation of responsibilities, for the appointment of members and for succession planning in respect of the Management Board.

Independence

The Management Board shall perform the management tasks assigned to it without conflicts of interest. The holding of positions or consultancy roles with significant competitors of the Company should be avoided.

Determining the diversity concept for the Management Board

VERBIO regards diversity as a strategic success factor for the future sustainability of the Company. Combining different professional and educational backgrounds enables it to complete the tasks and fulfil the obligations placed on it under statutory obligations, the articles of association and the rules of procedure.

The Supervisory Board takes account of diversity aspects in the sense of § 289 f (2) No. 6 HGB in the composition of the Management Board when making personnel decisions.

For decision-making purposes, the Supervisory Board understands diversity in particular as the combination of different, complementary profiles and professional experience, including internationally, as well as combining different personalities.

The objective of this concept is to achieve a good understanding of the industry-specific, financial, organisational and commercial aspects relevant to VERBIO. An appropriate diversity of competencies appropriate to the Management Board's needs should enable it to make decisions that take proper account of all relevant circumstances and ensure that it is open to innovative ideas. This should enable it to make a contribution to the successful management of the Company.

On this basis the Supervisory Board considers the following diversity aspects in the composition of the Management Board.

High importance is attached to diversity in educational and professional backgrounds: The Management Board of a technology company should always ensure that it possesses scientific competence and/or experience in the chemicals industry. At the same time, it should also have knowledge and experience in trade, logistics, marketing, financial reporting, financial management, business management, planning and strategy, as well as an understanding of the workings and requirements of capital markets.

The objective of the diversity concept described is to ensure the optimal composition of the Management Board in order to ensure that the Company is managed in a successful and sustainable manner. The diverse composition ensures that the corporate body assesses all relevant issues with the necessary understanding, that it takes account of all significant aspects from different viewpoints, and that it can set the correct priorities.

Implementation of the diversity concept

The composition of the Management Board takes account of diversity aspects with the exception that there are no female board members. All five members of the Management Board have knowledge of the industry and extensive experience in the specific areas for which they are responsible. In addition to their leadership and professional experience they also have a solid technical education. In the rules of procedure, the Supervisory Board has set an age limit of 67 years of age for members of the Management Board, which is consistent with the recommendation of the DCGK.

Female participation in the Management Board

As is the case with appointments to all management positions in the VERBIO Group, when selecting new members of the Management Board the Supervisory Board is committed to make a specific search for female applicants and to consider them for appointment. However, the Supervisory Board wishes to make the final selection of appointees to the Management Board wholly on the basis of competence profiles, without being bound by a need to meet a specific quota.

Accordingly, in its meeting held on May 8, 2017 the Supervisory Board decided to continue with its original resolution dated September 21, 2015 to set a target quota of 0 percent for female participation in the Management Board with a target date of up to June 30, 2022.

Summary

Appointments made to the Management Board will in future take account of the diversity concept. The current composition of the Management Board meets the above diversity concept prepared by the Supervisory Board.

Supervisory Board

Composition, diversity concept, competence profile and objectives

The VERBIO Supervisory Board consists of three members in accordance with the Company's articles of association.

The Supervisory Board elects a Chairman and a Vice-Chairman from among its members. The primary task of the Supervisory Board is to appoint the Members of the Management Board, to supervise their management of the Company, and to advise them in their management role. It is involved in all decisions that are of fundamental importance to VERBIO. The Supervisory Board has established internal rules of procedure, which are based on both the legal requirements and the recommendations of the DCGK. Detailed information on the work of the Supervisory Board in the financial year 2020/2021 just ended is included in the management report which is included in the annual report 2020/2021.

The Chairman of the Supervisory Board coordinates the work of the Supervisory Board, manages their meetings and is responsible for external matters concerning the Supervisory Board. Within reason, he is available to enter into discussions with investors about specific issues concerning the Supervisory Board.

The Supervisory Board decides, based on the legal requirements and on the requirements of the articles of association, on the number of the members of the Management Board, the qualifications necessary, as well as the appointment of appropriate persons to the individual positions. It is required that they take account of diversity when making appointments to the Management Board, and that they set a target for female participation. The Supervisory Board considers the specific competence and qualification of the candidates to be of primary importance when making appointments to the Management Board. The Supervisory Board is of the opinion that VERBIO's success is evidence that the current management team has proved itself. For this reason, the appointments of the members of the Management Board holding office at June 30, 2020 have been extended prematurely, with an extension of their terms until June 30, 2025. In addition, Stefan Schreiber was appointed as an additional member of the Management Board for a term of three years with responsibility for North America, with effect from July 1, 2020.

The members of the Supervisory Board have the required knowledge, skills and professional experience to be able to carry out the work assigned to them. The current election period of the Supervisory Board terminates at the end of the annual general meeting that approves the activities of the Board for the financial year 2024/2025. Elections to the Supervisory Board are conducted on an individual basis.

In accordance with Recommendation C.1 of the DCGK, the Supervisory Board shall state specific objectives for its composition and prepare a competence profile for the board as a whole. In doing so, the Supervisory Board shall take account of diversity. Proposals made by the Supervisory Board to the annual general meeting should take account of these objectives and, at the same time, aim to complete the competence profile for the board as a whole. An important issue for good corporate governance is to ensure that the appointments made to the Management and Supervisory Boards responsible for its management are appropriate to the needs of the Company. The leading principle applied when making appointments to the

Supervisory Board is to ensure that the board is qualified to supervise and advise VERBIO's Management Board. The annual general meeting shall be presented with candidates proposed for election to the Supervisory Board who possess the necessary technical knowledge and experience, commitment, independence and personality to ensure that they can successfully perform the tasks expected of them as members of the Supervisory Board of a Company with international activities. In doing so, it is necessary to differentiate between the requirements placed on the individual members of the Supervisory Board and the composition of the board as a whole.

Requirements placed on the individual members of the Supervisory Board

The members of the Supervisory Board must be qualified, both technically and in terms of personal skills, to supervise and advise the Management Board in their function of leading a Company with international activities.

Each member of the Supervisory Board meets the requirements set out under statute and in the articles of association for membership of the Supervisory Board (in particular § 100 (1) to (4) AktG).

Good corporate governance

Each member of the Supervisory Board should possess knowledge of the good corporate governance of a publicly traded company necessary for the proper performance of his tasks. This includes basic knowledge of financial reporting, risk management and internal control mechanisms, as well as issues such as compliance, regulatory and legal matters.

In addition, the Supervisory Board shall have at least one member with competence in financial reporting and at least one further member with competence in auditing (§ 100 (5) AktG), and the members of the Supervisory Board shall, collectively, have comprehensive knowledge of the industry in which VERBIO is active.

Specific industry knowledge and internationality

Each member of the Supervisory Board shall have general knowledge of the biofuels industry and its related sectors, as well as sufficient understanding of VERBIO's international activities.

Independence

More than half the representatives of shareholders should be independent in the sense of the German Corporate Governance Code in the version dated December 16, 2019 (C.6 DCGK).

A member of the Supervisory Board is independent of the Company and its Management Board when the member has no private or business relationship to the Company or its Management Board which could give rise to a significant conflict of interest that is not of a temporary nature.

Members of the Supervisory Board may not hold any roles as members of corporate bodies or positions as consultants of any significant competitor of the Company (C.12 DCGK).

Time availability and limits on offices held

Each Supervisory Board member should ensure that they have sufficient time available to discharge the duties required of them as members of the Supervisory Board. These include preparation tasks in advance of and follow-up tasks subsequent to meetings of the Supervisory Board, studying reports submitted to the Supervisory Board, participation in the annual general meeting, and participation in regular training events.

In addition, the recommendations on the cap on offices held set out in the German Corporate Governance Code should be adhered to.

A member of the Supervisory Board who is not simultaneously a member of a Management Board of a Company listed on a stock exchange shall not hold more than five positions as member of a Supervisory Board (or comparable positions) whereby a position as a Chairman of a Supervisory Board shall count double for this purpose. A member of the Supervisory Board who is simultaneously a member of a Management Board of a Company listed on a stock exchange should not hold more than two positions in other companies listed on a stock exchange as a member of a Supervisory Board (or a comparable position) and may not hold a position as a Chairman of a Supervisory Board of another Company listed on a stock exchange (C.4 and C.5 DCGK).

All of the members of the VERBIO Supervisory Board comply with the limitations on the number of positions held. To the extent that a member of the Supervisory Board of VERBIO holds other offices, these are listed in the annual report 2020/2021 under “Executive bodies of the Company”. The members of the Supervisory Board ensure that they have sufficient time available for the performance of the duties expected of them. The Supervisory Board obtains assurances from candidates for new election presented to the annual general meeting as potential members of the Supervisory Board that they have sufficient time available for the performance of the duties expected of them.

Age limit

As a rule, the Supervisory Board shall only include persons who have not completed their 75th year of age at the date of their election or appointment. The Supervisory Board shall take account of this age limit when making proposals for membership of the Supervisory Board in accordance with § 6 (1) of its rules of procedure.

The curricula vitae of the current members of the Supervisory Board, together with the dates on which their terms of offices commenced and information concerning other appointments in other committees, are available on the Company’s website (www.verbio.de) on the Group/Management & Supervisory Board page.

Requirements applicable to the board as a whole

Specific industry-sector experience

The Supervisory Board as a whole must be familiar with the sectors of the biofuels industry in which VERBIO is active. At least one member of the Supervisory Board should have deep

knowledge and/or experience in those sectors of the biofuels industry that are particularly relevant to the Company.

Diversity and appropriate female participation

The Supervisory Board should be able to draw on different specific areas of expertise, abilities and experience. For this reason, appropriate attention should be paid to ensuring diversity in its composition, and the preparation of candidates for election proposed to the annual general meeting should be aimed at completing the competence profile for the board as a whole. In doing so, the Supervisory Board, when proposing candidates for election to the annual general meeting, shall ensure that the candidates' profiles shall complement one another in a sensible manner in the interests of the Company, and that the primary focus of attention shall be on the technical and personal qualifications of the candidates.

The Supervisory Board set a target of 33 percent female participation in the Supervisory Board at its meeting held on May 8, 2017, with an implementation period of up to and including June 30, 2022. As the Supervisory Board already consists of one female and two male members, this target has already been met.

Summary

In the assessment of the Supervisory Board, its members currently cover the competence fields necessary for the Supervisory Board to perform its duties in an efficient manner. Accordingly, the current composition of the Supervisory Board meets the criteria for its targeted composition and meets the competence objectives.

Supervisory Board self-evaluation

The Supervisory Board audits the effectiveness of its work using a self-evaluation questionnaire on a regular basis. The results are examined in a meeting on an anonymous basis and the potential for improvements is discussed. The last examination was performed in the financial year 2020/2021 in line with the planned cycle. The composition of the Supervisory Board has changed following the election of new members at the annual general meeting held on January 29, 2021. Accordingly, the members have decided not to perform a self-evaluation of the effectiveness of the Board's work in the financial year 2021/2022 and to await the activities of the newly elected board.

Further education and training for the Supervisory Board

The members of the Supervisory Board are individually responsible for taking part in training and further education, with appropriate support from VERBIO. In the past financial year 2020/2021 the Supervisory and the Management Boards have jointly participated in a workshop held by a consultancy company on issues concerning the integration of sustainability issues in long-term strategies and daily aspects of business, as well as in an organisation's communication with its stakeholders (ESG-Roadmap). Further, Ulrike Krämer, the Vice-Chairman of the Supervisory Board, also participated in various webinars during the

financial year 2020/2021, among others on “Consequences of the Financial Market Integrity Act reform – (Auswirkungen der Neuerungen des Finanzmarktintegritätsgesetzes (FISG))” and “2020 from the perspective of the Supervisory Board (lessons, challenges, perspectives – 2020 aus Sicht des Aufsichtsrates (Lehren, Herausforderungen, Perspektiven”)). In addition, the members of the Supervisory Board keep themselves informed about matters relevant to their Supervisory Board duties by subscribing to online magazines, sources of technical information and newsletters.

Sub-committees

As the Supervisory Board of VERBIO currently consists of only three members, it has not created any sub-committees to date. In the financial year 2020/2021 all issues considered by the Supervisory Board were considered by the board as a whole.

Independence of board members

Potential conflicts of interest are avoided in advance by ensuring that members of the Supervisory and Management Boards disclose any possible conflicts of interest to the members of the Boards as a whole, abstain from dealings concerning relevant matters, and abstain from votes on resolutions on such subjects.

The Supervisory Board has established independence rules as part of its internal rules of procedure. None of the members of the Supervisory Board has a private or business relationship with VERBIO or its management bodies which could give rise to a conflict of interest. Further, none of the members is a member of a corporate management body of, or has accepted an advisory function with, a significant competitor to VERBIO. VERBIO has no controlling shareholder whose relationship with a member of the Supervisory Board could endanger his or her independence.

In accordance with the recommendation C.7 of the current DCGK, when determining whether a member of the Supervisory Board is independent it is also necessary to consider, among other things, whether the member was a member of the Company's Management Board within the two years prior to his appointment to the Supervisory Board or whether the member has been a member of the Supervisory Board for a period exceeding 12 years. Dr. Georg Pollert joined the Supervisory Board from the Management Board in May 2011. Dr. Pollert did not put himself forward for re-election at the annual general meeting held on January 29, 2021. Dr. Klaus Niemann was proposed as a member of the Supervisory Board in his place and was elected by the shareholders at the annual general meeting. Alexander von Witzleben has been a member of the Supervisory Board for a period exceeding 12 years. VERBIO is convinced that Alexander von Witzleben will continue to perform his role, and to contribute technical and financial/commercial skills as he has done in the past. As a result, the length of time in office appears to be of subordinate importance. Accordingly, in VERBIO's view, Alexander von Witzleben remains independent, and the Supervisory Board wholly consists of members of members who are appropriately independent.

Claus Sauter, Bernd Sauter and Prof. Dr. Oliver Lüdtkke, in their role as members of the Management Board, held office as the directors of companies with which VERBIO has commercial relationships in the reporting period. The transactions with these companies were entered into on arm's length terms and conditions. VERBIO is of the opinion that these activities do not affect the independence of Claus Sauter, Bernd Sauter and Prof. Dr. Oliver Lüdtkke as members of the Management Board.

The remaining members of the Management Board and natural persons related to them have not entered into any significant transactions with VERBIO or its subsidiary entities. Transactions with companies related to members of the Management Board were conducted in accordance with standards typical in the industry and are disclosed in full in the Notes to the consolidated financial statements 2020/2021 in section 11.2 "Disclosures concerning related persons and entities".

The members of the Management Board only accept secondary employment after receiving the prior approval of the Supervisory Board. In the financial year 2020/2021 no members of the Management Board held a position as a member of a Supervisory Board of a third-party company listed on a stock exchange, or a position in a supervisory committee with similar demands of a third-party company.

Succession planning

Together with the Management Board, the Supervisory Board ensures that there is a systematic management development plan and long-term succession planning for the Management Board, and in doing so it is focussed on the VERBIO Group's business strategy. The approach followed takes account of both the requirements of the German Stock Corporation Act and those of the DCGK. For this purpose, the Chairman of the Supervisory Board of VERBIO communicates with the respective members of the Management Board in advance of the end of their respective terms of office concerning their willingness to continue in office beyond the term of their contract. Further, the Supervisory Board of VERBIO examines, on an ongoing basis, whether the Management Board represents the best possible composition.

In addition, the successor planning takes account of the diversity concept prepared by the Supervisory Board. This means that in making appointments it takes account of particular aspects such as complementary profiles, professional and personal experience – including international aspects – as well as an appropriate mixture of age groups in order to ensure that there is appropriate diversity in the composition of the Management Board.

The Supervisory Board has developed the following suitability criteria in order to identify appropriate candidates on a timely basis; in identifying potential candidates for a position as a member of the Management Board the suitability criteria applied by the Supervisory Board are the candidates' technical competence, qualifications, outstanding leadership qualities, past performance record as well as knowledge of the industry. The Supervisory Board has regular discussions with the Management Board and observes suitable candidates and their development within the VERBIO Group with a view to their suitability as potential candidates for positions as members of the Management Board. Suitable candidates should be

supported accordingly in a process of successfully performing roles with growing responsibilities, where possible in various business, regions and functions.

However, in the final instance the decisive factor in making an appointment to a position as member of the VERBIO Management Board is the assessment of the technical and personal qualifications of the candidate. A decision on the personal qualities required for appointment to a position on the Management Board is made by the Supervisory Board in the interest of the Company and under consideration of the specific individual circumstances. The current composition of the Management Board ensures the comprehensive fulfilment of the tasks that are required to be performed by the Management Board of a Company listed on a stock exchange.

Share dealings of members of the Management and Supervisory Boards (Managers' transactions)

In accordance with Art. 19 of the European Market Abuse Regulation (MAR), persons with management responsibilities as well as those closely related to such persons are subject to notification and disclosure requirements requiring them to disclose to the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin) and to the Company any purchases and sales of shares in the Company, or of instruments based on such shares, when the sum of such transactions within the period of one calendar year amounts to or exceeds the amount of EUR 5,000. In accordance with the applicable statutory requirements such transactions are made public by VERBIO in accordance with the applicable statutory requirements and communicated to the Federal Financial Supervisory Authority (BaFin) without delay.

We received notifications in accordance with Art. 19 of the Market Abuse Regulation (Marktmissbrauchsverordnung – MAR) concerning reportable purchases or sales in the financial year 2020/2021 of shares in VERBIO or of instruments based on such shares by members of the Management Board, Supervisory Board, other persons with management responsibilities and persons related to those members and persons. These can be viewed on the Company's website (www.verbio.de) on the "Directors dealings" page.

The total interests attributable to all members of the Management and Supervisory Boards are presented in the annual report 2020/2021 in the section "The VERBIO share".

Transparency in communications

Transparency is an essential part of ensuring good corporate governance. Accordingly, our communication with the capital market and with the interested public is aimed at ensuring that all target groups are provided with comprehensive information on the development of the Group and its acts of corporate governance on an equal and timely basis, thereby providing the best possible quality of valuation-relevant information. We provide details of regular events such as the date of the annual general meeting or the date of publication of financial reports in the form of a financial calendar, which is published in the annual report, in the half-year financial reports, in the quarterly statements and on the Company's website.

Shareholders and other interested parties can also inform themselves about current developments at the Group by referring to our website. All editions of our Corporate News and the ad hoc reports issued by VERBIO are available on the Company's website (www.verbio.de) in both German and English on a timely basis, within the time frame recommended by the DCGK. The Company's articles of association can also be accessed on the website together with the rules of procedure for the Supervisory Board, annual reports, half-year financial reports, quarterly statements and company presentations.

Announcements made by VERBIO are published in the Federal Gazette, as required by law. The annual financial statements are published annually in September, and are presented at an analyst's conference. In addition, the VERBIO management hosts individual meetings with analysts and investors.

Insider information (ad hoc publications), voting rights notifications and security transactions entered into by members of the Management and Supervisory Boards, as well as by persons closely related to them (Managers' transactions), are announced by VERBIO in accordance with the statutory regulations. These can also be viewed on the investor relations section of the Company's website www.verbio.de.

In addition, VERBIO distributes up to date company news using the Company's various social media channels. Further, Claus Sauter, the Chairman of VERBIO's Management Board, gives his opinion on political developments, background issues and market conditions in his blog and podcast #strohklug (www.strohklug.de).

Annual general meeting

At the annual general meeting the shareholders of VERBIO make use of their rights, in particular their rights to information and their voting rights, in accordance with statutory requirements and Company's articles of association; the annual general meeting is chaired by the Chairman of the Supervisory Board in accordance with the articles; in the absence of the Chairman of the Supervisory Board the meeting shall be chaired by the Vice-Chairman. The annual general meeting is held once each year within eight months of the end of each financial year. The annual general meeting is responsible for resolutions concerning certain issues as specified in law with a binding effect on VERBIO and on all its shareholders, among other things the application of retained profits, capital measures, changes to the articles of association, the approval of business contracts and the ratification of the actions of the Supervisory and Management Boards, as well as the appointment of the auditor.

The annual general meeting of VERBIO AG was held in Leipzig on January 29, 2021. In response to the COVID-19 pandemic and with the approval of the Supervisory Board, the Management Board decided to hold the annual general meeting 2021 in virtual format, i.e. without the physical presence of the shareholders and their representatives. This decision was made in application of the options made available by legislators in civil law, insolvency law and criminal law, which were designed to alleviate the consequences of the COVID-19 pandemic. Shareholders and shareholders' representatives participated in the annual general meeting by virtual means. The meeting was transmitted in full in video and audio over the internet using the investor portal.

The shareholders of VERBIO made use of their rights using the internet-supported general meeting system in the virtual annual general meeting, as well as by means of a question and answer session prepared in advance. They were able to exercise their voting rights in person, by proxy representatives, or by a voting proxy representative provided by the Company. For this purpose, each share held granted the holder one vote. The voting proxy representatives were present throughout the meeting.

VERBIO publishes the invitation to the annual general meeting, all documents relevant for the meeting agenda, and reports and information needed for the resolutions in accordance with the relevant company law requirements. In addition, these documents are made available on the Company's website; the voting results on the individual topics are also published without delay on the website following the completion of the annual general meeting.

Financial loss and liability insurance

VERBIO has entered into financial loss and liability insurance (known as D&O insurance) for the benefit of the members of the Management and Supervisory Boards. The insurance covers their personal legal liability in the event that claims for financial losses are made against members of the Management and Supervisory Boards, as well as certain other members of management, in connection with their activities. In accordance with the legal requirements under § 93 (2) AktG, the excess (or deductible) to be borne by members of the Management Board is 10 percent of the damages incurred, limited to one and half times the fixed annual remuneration of the respective members of the Management Board.

Own shares

VERBIO does not hold any of its own shares at the balance sheet date.

Under a shareholders' resolution approved at the annual general meeting of shareholders held on February 1, 2019, the Management Board is authorised, subject to the approval of the Supervisory Board, to acquire own shares representing up to 10 percent of the share capital (EUR 63,000 thousand). This approval, which is valid until January 31, 2024, may not be used for the purpose of trading in the Company's own shares.

Remuneration of the Management and Supervisory Boards

VERBIO discloses the amounts and structure of the remuneration under the remuneration system payable to members of the Management Board in the remuneration report, which is part of the audited Group management report for the financial year 2020/2021. The remuneration of the Management Board primarily consists of fixed annual remuneration as well as non-cash benefits in kind and a variable remuneration component, which in turn comprises an annual bonus and a long-term bonus. Together with the fixed remuneration, in recognition of their loyalty to VERBIO, the long-standing members of the Management Board

are also awarded a so-called loyalty bonus, half of which is paid in shares. The other half can, at the discretion of the Management Board, be paid in cash or also be paid in shares. The variable remuneration of all members of the Management Board is adjusted in accordance with the requirements of § 87 (1) (3) AktG. It is dependent on the achievement of commercial objectives, primarily based on a multi-year assessment basis. A portion of the variable remuneration, the annual bonus, can only be paid when the relevant positive business results are achieved. In this way the remuneration structure is aimed at promoting the sustainable development of the business.

The principles and recommendations for the remuneration system required by law from 2021 in accordance with § 87 a AktG included in the German Corporate Governance Code in the version dated December 16, 2019 and published on March 20, 2020 have been incorporated in the extended contracts of the members of the Management Board valid from July 1, 2020. The annual general meeting held on January 29, 2021 approved the remuneration system for the Management Board that had been prepared by the Supervisory Board on the basis of the DCGK 2020.

The total amounts of remuneration payable to the members of the Management Board are disclosed in section 11.4 of the Notes to the consolidated financial statements, "Executive bodies and executive remuneration".

The new legal requirements in effect since January 1, 2020 under the Shareholder Rights Directive Implementation Act (Aktionärsrechterichtlinienumsetzungsgesetzes – ARUG II) are in close connection with the changes to the German Stock Corporation Act. VERBIO makes use of the transitional arrangements in the Act in accordance with § 26 j (2) of the Stock Corporation (Implementation) Act (Einführungsgesetz zum Aktiengesetz – EGAktG). VERBIO will prepare the remuneration report required in accordance with § 262 AktG, which shall include a report on the principles of the remuneration system and additionally on the amounts of remuneration paid to members of the Management and Supervisory Boards in accordance with the transitional arrangements under § 26 j (2) of the Stock Corporation (Implementation) Act for the first time for the financial year 2021/2022.

The system of remuneration for members of the Supervisory Board provides for a solely fixed remuneration with no performance-related variable components and no share-based remuneration. The Management and Supervisory Boards are of the opinion that a remuneration that solely consists of fixed remunerations is the most appropriate approach to strengthen the independence of the Supervisory Board. This is intended to provide effective support for it in fulfilling its role of performing an advisory and monitoring function for the Management Board. A solely fixed remuneration for members of the Supervisory Board is anticipated by the German Corporate Governance Code in its recommendation G.18 Sentence 1. Detailed information on remuneration is available in the remuneration report section of the Management Report, which is part of the annual report 2020/2021.

Supervision and risk management system

Continuous and systematic management of commercial opportunities and risks is of fundamental importance in ensuring VERBIO's professional corporate governance. It contributes to being able to identify risks early and to their evaluation and, where necessary, to taking timely measures to counter those risks. The Management Board reports to the Supervisory Board on existing risks and their developments on a regular basis.

VERBIO develops its risk management system further on an ongoing basis, amending it in response to changing framework conditions. Detailed information on risk management is presented in the opportunities and risk report, which is included in the Group management report. This includes the report on the internal control system of the Company related to financial reporting, as required by the Balance Sheet Modernisation Act (Bilanzrechtsmodernisierungsgesetz – BilMoG). The risk management system established by the Management Board is subject to the assessment of the auditors as part of their annual audit of the financial statements.

In addition, VERBIO maintains an insider list as required under Art. 18 MAR. The affected persons were informed of their legal obligations under Art. 17 et seq. MAR, and of penalties in accordance with § 30 and § 31 MAR respectively.

Compliance

For VERBIO, a conscious approach to compliance work is an essential basis of successful and sustainable business. It is intended to ensure that the Company, its management committees, and its employees behave in accordance with obligations and prohibitions imposed by law. The objective is to increase the awareness of employees, members of management as well as members of the Management and Supervisory Boards in relation to compliance issues, and to promote responsible behaviour.

The German Corporate Governance Code (DCGK), with the compliance work, provides the basis of the responsibility of the Management Board and ensures compliance with the provisions of law and the Group's internal requirements.

Taking consideration of the respective national circumstances, VERBIO is working to create a Group-wide compliance culture that binds all employees and managers to the compliance requirements and which is subject to ongoing further development. The focus of compliance work is in the sensitive area of cartel law, corruption and fraud prevention, the environment, and data protection and compliance with occupational and social standards.

The compliance officer coordinates and manages the implementation of compliance measures. The compliance committee is responsible for consensus-building, for enabling an exchange of experience, and for the ongoing development of the structures needed for an effective compliance management system. The committee consists of the compliance officer and employees with independent responsibility for their specific subject areas.

Compliance work is subject to adjustment on an ongoing basis in order to address the demands and risks arising from changes in the business and regulatory environment, from global business activities and from the development of the business in an effective and appropriate manner.

The Management and Supervisory Boards are informed about the status of developments in the compliance work on a regular basis, including the associated measures taken to communicate issues, training programmes, and revisions to the existing rules of conduct. In this manner VERBIO ensures that a high priority is given to compliance matters at all times.

Financial reporting and audit

The consolidated financial statements and the interim consolidated reports are prepared in accordance with International Financial Reporting Standards (IFRS). The annual statutory financial statements of VERBIO are prepared in accordance with the German Commercial Law (Handelsgesetzbuch – HGB). The annual financial statements of VERBIO and the Group's consolidated financial statements are prepared by the Management Board, audited by the Company's auditor and approved and adopted, respectively, by the Supervisory Board. The consolidated financial statements are published within ninety days of the end of the financial year, and half-year financial reports and interim statements are published for public inspection within forty-five days of the quarter-end.

The annual general meeting held on January 29, 2021 approved the proposal made by the Supervisory Board to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Leipzig as auditor for the annual financial statements and the consolidated financial statements for the financial year 2020/2021. The auditor informed the Supervisory Board without delay concerning all significant findings and results which have become known to them during the course of the audit. KPMG confirmed its independence in writing to the Supervisory Board on September 18, 2020. In accordance with the requirements of the German Corporate Governance Code, the auditor is required to inform the Supervisory Board and to describe in its audit report any findings revealed in the course of performing its audit which indicate any inaccuracy in the declaration of conformity issued by the Management and Supervisory Boards in accordance with § 161 AktG. No such findings arose during the audit for the financial year 2020/2021.

Implementation of the German Corporate Governance Code

The German Corporate Governance Code is intended to make the rules governing corporate governance and supervision in Germany transparent for national and international investors, in order to increase trust in the management of German companies.

Under § 161 AktG the Management and Supervisory Boards of VERBIO Vereinigte BioEnergie AG are obliged to issue an annual declaration of conformity with the recommendations of the Government Commission on the German Corporate Governance Code. In accordance with the amended recommendation F.4 of the DCGK the declaration of conformity in accordance with § 161 AktG for the financial year 2020/2021 is now part of the corporate governance declaration prepared in accordance with § 289 f § 315 d HGB.

The current corporate governance declaration, which includes the declaration of conformity, is published on the Company's website (www.verbio.de) together with the declarations of conformity for the last five years.

Corporate governance stands for responsible corporate leadership and supervision, designed to ensure that corporations are managed and organised in such a way that they generate long-term added value. The management of VERBIO complies with the applicable legal obligations, and, with a few exceptions, with the additional recommendations of the Governmental Commission on the German Corporate Governance Code (Deutscher Corporate Governance Kodex – DCGK).

The Management and Supervisory Boards of VERBIO issued the following declaration of conformity with the German Corporate Governance Code in accordance with § 161 AktG on September 17, 2021:

Wording of the Declaration of Conformity

“The Management Board and the Supervisory Board hereby declare that VERBIO Vereinigte BioEnergie AG, since its last Declaration of Conformity which was issued on September 18, 2020, has complied with and/or will comply with the recommendations of the Governmental Commission on the German Corporate Governance Code in the version dated December 16, 2019 (published on March 20, 2020) subject to the following exceptions:

In accordance with **Recommendation A.1** of the DCGK the Management Board should consider diversity when making appointments to management positions. In the interests of the Company, candidates for management positions are selected by the Management Board primarily on the basis of their personal and technical abilities and skills; only at a second stage will further objective background factors concerning a candidate be taken into account. This is intended to avoid the use of general limitations which are contrary to the Company's interests.

Recommendation A.2 of the DCGK recommends that a whistle-blower system be established as part of a Company's Compliance Management System. In the opinion of the Company, the disadvantages of such a system outweigh the advantages it confers. In addition, a whistle-blower system is not appropriate for the Company in view of the manageable scale of the Company and its flat hierarchical structure. Should there be indications of contraventions of law, VERBIO employees are able to speak to the compliance officer or compliance representatives in confidence, or to contact the Management or Supervisory Board directly.

Recommendations D.2 to D.5 of the DCGK recommend that the Supervisory Board should establish committees. The VERBIO Supervisory Board has not formed committees as it currently comprises only three persons, who have the required knowledge and professional experience to be able to carry out the work of the Supervisory Board effectively without the establishment of committees. All issues arising can be considered and dealt with appropriately by the board as a whole. As there are currently no committees, there is no additional remuneration paid to members of Supervisory Board committees, the disclosure

of which is recommended in **Recommendation G.17** of the DCGK. Otherwise § 107 (4) sentence (2) applies, whereby the Supervisory Board is also the audit committee when the Supervisory Board consists of only three members.

Recommendation D.7 of the DCGK recommends that the Supervisory Board shall meet regularly, including holding meetings without the presence of the Management Board. The Supervisory Board usually holds its meetings together with the members of the Management Board, as both boards are of the opinion that this is the best way to ensure that information is exchanged and to hold discussions on matters concerning the Company. The Chairman of the Supervisory Board can decide that parts of the meetings shall be held without on a regular basis without the presence of the Management Board should the Chairman or another member of the Supervisory Board request this procedure.

In accordance with **Recommendation D.11** of the DCGK the audit committee shall conduct an evaluation of the quality of the audit on a regular basis. As the Supervisory Board does not form sub-committees (see principle 14 of the DCGK) the quality of the audit is evaluated by the board as a whole. In accordance with § 107 (4) sentence (2) the Supervisory Board is also the audit committee when the Supervisory Board consists of three members.

Recommendation G.10 of the DCGK provides that the members of the Management Board shall have access to the long-term variable remuneration awarded only after a period of four years. Under the rules of the new employment contracts for the existing members of the Management Board, priority is given to payment of the long-term bonus in shares. The long-term bonus is paid after three years. For shares, there is a vesting period of one year. Accordingly, for the existing members of the Management Board, the recommendation is complied with only when the bonus is paid in the form of shares. In the employment contract of Stefan Schreiber, the new member of the Management Board, no bonus is paid in shares due to the fact that his first appointment is for an initial period of three years, and accordingly there is no vesting period. Under this arrangement Stefan Schreiber will have access to his bonus after three years. In this case the payment deferral is one year less than the minimum time limit.”

VERBIO Vereinigte BioEnergie AG

Leipzig, September 17, 2021

For the Supervisory Board



Alexander von Witzleben
Chairman of the Supervisory Board

For the Management Board



Claus Sauter
Chief Executive Officer