



# 2025

**Declaration of Confirmation  
on the German Corporate  
Governance Code**

**Statement by the Management Board and Supervisory Board of *aap* Implantate AG**

**on the recommendations of the**

**"Government Commission on the German Corporate Governance Code"**

**pursuant to Section 161 of the German Stock Corporation Act (AktG)**

Since submitting its last declaration of conformity pursuant to Section 161 of the German Stock Corporation Act (AktG) on December 12, 2024, and will continue to comply with them in the future, with the following exceptions:

**Sustainability-related targets in the internal control and risk management system (A.3 DCGK 2022)**

*aap* Implantate AG has established an internal control and risk management system, but so far without specific processes and systems for recording and processing sustainability-related data. However, insofar as this data is relevant to the sustainability targets contained in *aap* Implantate AG's annually updated corporate planning, it is recorded as part of operational management and evaluated to review the achievement of the respective targets. As this is not done within the framework of the internal control and risk management system, a deviation from recommendation A.3 DCGK 2022 is declared as a precautionary measure.

**Description of the internal control and risk management system in the management report, including a statement on its appropriateness and effectiveness (A.5 DCGK 2022)**

A.5 DCGK 2022 recommends describing the key features of the entire internal control system and risk management system in the management report and commenting on the adequacy and effectiveness of these systems. Notwithstanding this, Section 289 (4) HGB requires the management report to describe the key features of the internal control and risk management system solely with regard to the accounting process. With regard to this information limited to the accounting process, an established practice has developed (also in implementation of DRS 20.K177 and DRS 20.K178) with regard to the content, scope, and intensity of the required reporting. With regard to the more extensive reporting required by A.5 DCGK 2022, this is still lacking, which significantly limits its comparability and thus ultimately its usefulness for decision-making. Against this background, it was decided to refrain from including this additional information in the management report at this time.

**Age limit for members of the Management Board (B.5 DCGK 2022)**

*aap* Implantate AG has not set an age limit for members of the Management Board and will therefore not specify this in its corporate governance statement. Setting an age limit for members of the Management Board would restrict the Supervisory Board in its task of appointing the best-qualified candidates to the Management Board. In principle, the company should also have access to the expertise of experienced candidates. The Management Board and Supervisory Board do not consider it appropriate to set a very high limit that does not restrict the selection of candidates solely for the purpose of complying with the Code's recommendations.

#### **No formation of a nomination committee within the supervisory board (D.4 DCGK 2022)**

The Supervisory Board of *aap* Implantate AG consists of four members. Due to the circumstances of the company and the small number of Supervisory Board members, no nomination committee is formed. The efficiency of the Supervisory Board's work is considered sufficient in view of the nomination of suitable candidates for the proposals to the Annual General Meeting for the election of Supervisory Board members in the existing organizational structure.

#### **Training and continuing education measures (D.11 DCGK 2022)**

The company generally supports the members of the Supervisory Board in their induction and the necessary training and continuing education measures, but has not established a formal procedure or adopted guidelines for this purpose. Furthermore, it is unclear which requirements must be met in accordance with recommendation D.11 DCGK 2022 in order for the company's support for the induction and training of Supervisory Board members to be considered appropriate. As a precautionary measure, a deviation from recommendation D.11 DCGK 2022 is therefore declared.

#### **Accounting (F.2 DCGK 2022)**

Contrary to recommendation F.2 of the German Corporate Governance Code 2022, the consolidated financial statements and group management report of *aap* Implantate AG for the 2024 financial year were not made publicly available within 90 days of the end of the financial year. This was due to a large number of details that arose during the group's financial reporting process, which could not be processed in a timely manner due to limited human resources. As a result, the consolidated financial statements and the group management report were published on July 21, 2025, meaning that recommendation F.2 DCGK could not be complied with in the 2025 financial year.

#### **Remuneration of Supervisory Board members (G.17 DCGK 2022)**

The remuneration of the members of the Supervisory Board does not take particular account of the greater time commitment of the Deputy Chair of the Supervisory Board.

On June 1, 2022, the Annual General Meeting of *aap* Implantate AG resolved that the members of the Supervisory Board (except for the reimbursement of their expenses) shall receive an annual fixed remuneration of EUR 30,000.00 and that the member of the Supervisory Board who assumes the chairmanship of the Supervisory Board (in addition to reimbursement of their expenses) receive a fixed annual remuneration of EUR 50,000.00.

Berlin, December 12, 2025

For the Supervisory Board



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Dr. Nathalie Krebs,  
Chairwoman of the Supervisory Board

For the Management Board



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Rubino Di Girolamo,  
Chairman of the Executive Board / CEO