

Report of the Supervisory Board of Uzin Utz SE for the financial year 2024

General

Uzin Utz was able to significantly increase earnings in the 2024 financial year, while sales remained largely stable compared to the previous year at EUR 476.0 million. The slight decline in sales of 0.7% compared to the previous year is mainly due to the challenging market environment and the associated decline in sales in the core markets. Earnings before interest and taxes (EBIT) rose from EUR 34.5 million in the previous year to EUR 42.8 million in the 2024 financial year. This corresponds to a significant increase of 25.0%, which is attributable to measures to optimize costs, particularly through improvements in logistics. The cost of materials ratio was reduced by optimizing the formulation of our products and increasing sales of high-margin products. Easing on the procurement market and exchange rate gains also had a positive effect on earnings. Due to the ongoing geopolitical risks and uncertainties regarding economic development, Uzin Utz is once again facing challenges in the 2025 financial year. While new residential construction is expected to stagnate according to EUROCONSTRUCT and a slight decline is expected for the renovation sector, non-residential construction is expected to grow. Nevertheless, we expect a slight recovery in the construction industry to offer opportunities that we intend to exploit with our strengths. Overall, this will result in slight sales growth for the 2025 financial year.

There were no changes to the Executive Board or the Supervisory Board in the course of the 2024 financial year.

The committees of the Supervisory Board performed their regular duties in 2024. The Personnel Committee, with its members Prof. Dr. Kögel (Chairman), Dr. Utz and Mr. Wiegmann, held three meetings in person during the reporting period. All committee members were present at all meetings. The Audit Committee with Mr. Bauder (Chairman), Prof. Dr. Kögel and Mr. Wiegmann held two meetings in the 2024 financial year, one of which was held in person and one via video conference. All members of the committee were present in each case.

In accordance with the provisions of the German Stock Corporation Act, the Supervisory Board monitored the Executive Board and advised it on the management of the company. The Supervisory Board was regularly, promptly and comprehensively informed by the Executive Board - both verbally and in writing - about the business situation and policy, fundamental issues of financial, investment and personnel policy as well as the profitability and risk situation of Uzin Utz SE and the Group.

The Supervisory Board's monitoring and advisory activities were based on these detailed oral and written reports from the Executive Board. The Supervisory Board was also provided with monthly status reports, which provide both monthly and cumulative information on sales and the earnings situation with target/actual deviations and current forecasts. These reports contain the most important key figures of the individual companies and were revised in April of this year in consultation with the Supervisory Board in order to improve their informative value. More in-depth details were made available as required or depending on current key topics.

The Supervisory Board discussed all business transactions requiring approval in detail with the Executive Board before passing resolutions. The Supervisory Board was also informed of projects of particular importance or urgency by the Executive Board between meetings. In addition, the Supervisory Board was in regular contact with the company's Executive Board via its Chairman. It continuously obtained information from the Executive Board on current developments, the business situation and important individual transactions. The Chairman of the Supervisory Board was informed immediately by the Executive Board of any extraordinary events that were of significant importance to the situation and development of the company and the Group.

The Supervisory Board fulfilled its legal and statutory duties with great care. On the basis of the reports and information provided by the Executive Board, the Supervisory Board satisfied itself of the proper conduct of business. By questioning the Executive Board and the auditor, the Supervisory Board ensured that the requirements for the risk management system at Uzin Utz SE and in the Group were met. In addition to the further development of the internal control system, sustainability reporting was a focus topic for the Supervisory Board in the past financial year.

Organs of Uzin Utz SE

Supervisory Board

Dr. H. Werner Utz

Chairman

Timm Wiegmann

Deputy Chairman

Prof. Dr. Rainer Kögel

Paul-Hermann Bauder

Amelie Klußmann

Michaela Aurenz Maldonado

Executive Board

Christian Richter

Julian Utz

Philipp Utz

Main focus of the Supervisory Board meetings

In 2024, four ordinary Supervisory Board meetings were held in person and one extraordinary meeting was held virtually. All members of the Supervisory Board attended each of the meetings. In addition to the Supervisory Board meetings, four resolutions were passed by way of circulation. The subject of the ordinary meetings was the discussion of the current business development of the Uzin Utz Group and the planning by the Executive Board with a focus on sales, cost and earnings development as well as the financial situation. At the extraordinary meeting, topics relating to Uzin Utz North America Inc. and a possible M&A project were discussed and two agenda items from a previous meeting were made up. The Personnel and Audit Committees reported on their respective activities at the ordinary meetings. Decisions were made by the entire Board in each case. The Supervisory Board also used the ordinary meetings for internal coordination without the Executive Board.

The Executive Board answered the Supervisory Board members' detailed questions, which arose from the written reports and presentations submitted on a regular basis as well as the oral statements made during the meetings, in detail. The Supervisory Board's deliberations and reviews at the Supervisory Board meetings primarily concerned the following topics:

The Supervisory Board meeting on March 27, 2024 focused on the audit of the annual financial statements, the consolidated financial statements, the management reports of Uzin Utz SE and the Group, including the separate non-financial statement in accordance with Section 315c HGB for the 2023 financial year by the Supervisory Board. In addition to its own audit activities as part of the preparation of the Supervisory Board meeting on the financial statements, the Supervisory Board discussed in detail the report of the Chairman of the Audit Committee on the preparatory activities of the Audit Committee and the detailed exchange with the auditors. The Supervisory Board adopted the annual financial statements of Uzin Utz SE, approved the consolidated financial statements and approved the proposal for the appropriation of profits. At this meeting, the Supervisory Board also adopted the report of the Supervisory Board and the declaration of compliance with the German Corporate Governance Code. The agenda for the Annual General Meeting on May 22, 2024 was also discussed and approved. Finally, the Supervisory Board dealt in detail with the business situation as well as the market and competitive situation. In particular, the performance of individual, central subsidiaries was discussed. Other topics included the risk management report of the Uzin Utz Group, the development of production volumes in the Group, the new management model for Uzin Utz, the development of the realignment of the finance function in the Group, the digitization strategy and the results of the employee survey 2024. Finally, an investment in the conversion to SAP S4/Hana and changes in the executive bodies of Uzin Utz North America Inc. and Uzin Utz South Pacific Ltd. were approved.

At the meeting on May 22, 2024, the Supervisory Board first summarized the previous Annual General Meeting, which took more time than in previous years due to a considerable number of shareholder questions. Following his re-election at the Annual General Meeting, Dr. Utz was also confirmed as Chairman of the Supervisory Board and as a member of the Personnel Committee. The current business situation was then discussed. Due to the time that had elapsed, only the current developments in the USA were discussed; the other items on the agenda were postponed to a later meeting. The Supervisory Board and Executive Board had already met the previous evening to discuss an acquisition option.

The extraordinary meeting on July 17, 2024 focused on the business development of Uzin Utz North America Inc. and the succession in the Executive Board. The agenda items postponed in May were also discussed. The current situation and outlook of the Swiss companies and business development in Austria and Italy were discussed, as well as an acquisition option.

At the meeting on September 9, 2024, the Supervisory Board again dealt in detail with the business situation, including the outlook until the end of the year, as well as the market and competitive situation. Other topics included the development in the USA and the first two months of the new management, information on the progress of sales, strategy and organizational projects, the new management model for Uzin Utz, the activities to promote sustainability, an overview of product innovations and the optimization of manufacturing costs. Finally, acquisition options were discussed.

At the meeting on December 12, 2024, the business situation was discussed. In addition, the planning for the Group as a whole and some subsidiaries as well as the planning assumptions for the 2025 financial year were reported on. The Supervisory Board unanimously approved the proposed planning for the 2025 financial year. At the meeting, the Executive Board presented a comprehensive, medium-term 5-year plan for the Uzin Utz Group. The liquidity development and financing of the Group were discussed. Other topics included the adjustment of the remuneration system for the Executive Board and the conclusion of the new Executive Board employment contracts, the report of the Audit Committee on the preparation of the audit of the annual financial statements, the development of production volumes, changes of managing directors in the Dutch, American and Czech companies, the current situation in the USA, interim status regarding the introduction of SAP S4, the new "Fusion Tec" product line and the introduction of the new management model. Furthermore, the implementation of an acquisition project was approved and a further acquisition option was discussed.

In the context of four written or telephone circular resolutions, the Supervisory Board dealt with the establishment of credit lines, the formation of a company, the dismissal of the Managing Director of Uzin Utz North America Inc. and the appointment of the successor in the aforementioned management position.

Annual and consolidated financial statements 2024

Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, audited the annual financial statements of Uzin Utz SE and the consolidated financial statements as of December 31, 2024, as well as the management reports for the SE and the Group, including the accounting, and issued each with an unqualified audit opinion.

The audit also revealed that the Executive Board has taken the measures required by Section 91 (2) AktG in an appropriate manner and that the monitoring system is suitable in all material respects for identifying developments that could jeopardize the company's continued existence at an early stage with sufficient certainty. During the performance of the audit, the auditors and the company also exchanged information on the improvement and further development of the audit findings relating to the requirement of Section 91 (3) AktG for an appropriate and effective internal control system and risk management system with regard to the scope of business activities and the risk situation of the company.

Each member of the Supervisory Board received a copy of the audit report from the auditor, including the audit opinion on the remuneration report. The annual financial statement documents, including the audit reports prepared by the auditor, were sent to all members of the Supervisory Board in good time in order to ensure a careful and thorough examination by the Supervisory Board. The meeting of the Audit Committee concerning the annual and consolidated financial statements took place on March 21, 2025. This was attended by the members of the Audit Committee, the Executive Board member responsible for finance and the company's auditor. At the meeting of the Audit Committee, the annual financial statements of Uzin Utz SE and the consolidated financial statements as of December 31, 2024, the management reports for the SE and the Group as well as the audit reports were discussed in detail with the auditor. At this meeting, the auditor reported on the course of its audit and its key findings. The Supervisory Board held the meeting to approve the company's financial statements on March 27, 2025. The Chairman of the Audit Committee reported in detail on the Audit Committee's proposed resolution and its background. All members of the Supervisory Board and the Executive Board attended.

The Supervisory Board examined the annual financial statements and the consolidated financial statements, the management reports for Uzin Utz SE and the Group as well as the Executive Board's proposal for the appropriation of net retained profits. The Supervisory Board also examined the separate non-financial statement of the Uzin Utz Group for the 2024 financial year prepared in accordance with Sections 289b, 315b, 315c HBG. Following the final result of its examination, the Supervisory Board raised no objections and concurred with the result of the audit of the annual financial statements and the consolidated financial statements by the auditor. The Supervisory Board approved the annual financial statements of Uzin Utz SE prepared by the Executive Board and the consolidated financial statements for the 2024 financial year; the annual financial statements are thus adopted. The Supervisory Board has approved the management reports of the SE and the Group, in particular the statements on the further development of the company and the disclosures pursuant to Sections 289 (4), 289a and 315 (2), 315a HGB. The Supervisory Board also approved the corporate governance declaration.

Following its own review, the Supervisory Board approved the proposal for the appropriation of net profit submitted by the Executive Board.

The remuneration report pursuant to Section 162 para. 1 sentence 1 AktG was prepared in cooperation between the Executive Board and the Supervisory Board. The report, which provides information on the remuneration granted and owed in the past financial year, was subject to a formal audit by Rödl & Partner in accordance with Section 162 (3) AktG. The audit revealed that the remuneration report contains the information required by Section 162 (1) and (2) AktG in all material respects.

Declaration of Compliance

At its meeting on March 27, 2025, the Supervisory Board dealt with the further development of corporate governance on the basis of the German Corporate Governance Code. The declaration of compliance was issued by the Supervisory Board at the same meeting and will be made permanently available to shareholders on the website <https://de.uzin-utz.com/investoren/corporate-governance>.

Our sincere appreciation and heartfelt thanks go to all our employees. Your exceptional commitment and personal dedication in the past financial year have contributed significantly to our success. In a challenging market environment, it was your joint efforts that enabled us to achieve and even exceed the targets we set ourselves.

We are proud of your achievements and look forward to the coming financial year with confidence. Your professionalism and team spirit are the cornerstones of our close and trusting cooperation. Let us master the coming challenges together and continue to be successful.

Ulm, March 27, 2025

Dr. H. Werner Utz

Chairman of the Supervisory Board