

Corporate Governance Report 2020

CORPORATE GOVERNANCE REPORT 2020

Declaration on Company Management 2020 pursuant to Section 315d and Section 289f of the German Commercial Code (HGB)

Effective implementation of corporate governance principles is a key element of the corporate policy of SNP Schneider-Neureither & Partner SE (hereinafter: "SNP SE"). Transparent and responsible corporate management is a critical precondition for the achievement of the company's goals and for a long-term increase in its enterprise value. The Board of Directors and the Managing Directors closely cooperate in the interests of the entire company in order to ensure efficient corporate management and control with the aim of sustainably creating value through good corporate governance.

In the following declaration, we explain the essential foundations of the company management of SNP SE pursuant to the legal requirement of Section 315d and Section 289f of the German Commercial Code (HGB) and the German Corporate Governance Code (GCGC or "the Code").

Declaration of Conformity with the German Corporate Governance Code

The Board of Directors and the Managing Directors considered corporate governance issues on several occasions during the 2020 fiscal year and jointly submitted the following declaration pursuant to Section 161 of the German Stock Corporation Act (AktG) on April 8, 2021:

"The Board of Directors of SNP SE declares pursuant to Art. 9 (1) clause c) (ii) of the SE Regulation, Section 22 (6) SEAG in conjunction with Section 161 AktG that, since the issuance of its most recent declaration of conformity on March 19, 2020, SNP Schneider-Neureither & Partner SE has complied and will continue to comply with the recommendations of the "Government Commission on the German Corporate Governance Code," as amended on February 7, 2017 ("GCGC 2017"), while taking into consideration the specific details of the monistic system of SNP SE as outlined in Section 1 – with the exceptions indicated in Section 2.

1. Specific details of the monistic corporate governance system in the context of the 2017 Code

In accordance with Art. 43–45 of the SE Regulation in conjunction with Sections 20 et seq. SEAG, the monistic system is characterized by the fact that a uniform management body, the Board of Directors, is responsible for the management of the SE. The Board of Directors directs the company, determines the basic standards for its activities and oversees their implementation by the Managing Directors. The Managing Directors conduct the company's business, represent the company in and out of court and are bound by instructions issued by the Board of Directors. In principle, SNP SE related the sections of the GCGC 2017 applicable to the Supervisory Board to the Board of Directors of SNP SE and the sections of the GCGC 2017 applicable to the Executive Board to its Managing Directors.

The following exceptions applied in relation to the statutory framework for the monistic system:

- In deviation from Section 2.2.1 clause 1 of the GCGC 2017, the Board of Directors is required to present the annual financial statements and the consolidated financial statements to the Annual General Meeting, Section 48 (2) clause 2 SEAG.
- In deviation from Sections 2.3.1 clause 1 and 3.7 (3) of the GCGC 2017, the Board of Directors is responsible for convening the Annual General Meeting, Sections 48 and 22 (2) SEAG.
- The tasks of the Executive Board prescribed in Sections 4.1.1 (management of the company) and 4.1.2 in conjunction with Section 3.2 main clause 1 (development of the company's strategic focus) of the GCGC 2017 are incumbent upon the Board of Directors, Section 22 (1) SEAG.
- The responsibilities of the Executive Board prescribed in Sections 2.3.2 clause 2 (voting proxy bound by instructions), 3.7 (1) (statement regarding a takeover offer) and (2) (conduct in case of a takeover offer) as well as 3.10 (corporate governance report), 4.1.3 (compliance) and 4.1.4 (risk management and control) of the GCGC 2017 are incumbent upon the Board of Directors of SNP SE, Section 22 (6) SEAG.

- In deviation from Sections 5.1.2 (2) clauses 1 and 2 of the GCGC 2017, unlike members of the Executive Board, Managing Directors are not subject to any fixed and maximum permitted period of appointment, Section 40 (1) clause 1 SEAG.
- In deviation from Sections 5.4.2 clause 2 and 5.4.4 of the GCGC 2017, members of the Board of Directors may be appointed as Managing Directors provided that the majority of the Board of Directors is still comprised of non-Managing Directors, Section 40 (1) clause 2 SEAG.

2. Exceptions to the recommendations of the GCGC 2017

- In deviation from Section 3.8 (3) of the GCGC 2017, the members of the Board of Directors had a D&O insurance policy without a deductible.
- Contrary to Sections 5.3.1, 5.3.2 and 5.3.3 of the GCGC 2017, the Board of Directors did not establish any committees and performed all tasks collectively in the 2019 fiscal year. Due to its size, the Board of Directors opted not to establish any committees in the past and jointly decided on any issues to be decided upon.
- Pursuant to Section 5.4.1 (2) of the GCGC 2017, the Board of Directors was required to state concrete goals

for its composition, taking into consideration the specific situation of the company's international activities, potential conflicts of interest, a fixed retirement age for Supervisory Board members, a limit to be determined for the length of membership of the Supervisory Board as well as diversity. Contrary to the Code's recommendation, the Board of Directors did not set any further targets for its composition.

- Sections 4.3 and 5.5 of the GCGC 2017 regulate how conflicts of interest are handled. These provisions and Section 4.1.3 have not always been observed in the past.

A revised version of the German Corporate Governance Code was published on March 20, 2020. The Board of Directors of SNP SE declares in respect of this updated version pursuant to Art. 9 (1) clause c) (ii) of the SE Regulation, Section 22 (6) SEAG in conjunction with Section 161 AktG that SNP Schneider-Neureither & Partner SE complies and will continue to comply, and if it does not, explains the deviation, with the recommendations of the Government Commission on the German Corporate Governance Code, as amended on December 16, 2019 ("GCGC 2019"), while taking into consideration the specific details of the monistic system of SNP SE as outlined in Section 3 – with the exceptions indicated in Section 4.

3. Specific details of the monistic corporate governance system in the context of the GCGC 2019

In accordance with Art. 43–45 of the SE Regulation in conjunction with Sections 20 et seq. SEAG, the monistic system is characterized by the fact that a uniform management body, the Board of Directors, is responsible for the management of the SE. The Board of Directors directs the company, determines the basic standards for its activities and oversees their implementation by the Managing Directors. The Managing Directors conduct the company's business, represent the company in and out of court and are bound by instructions issued by the Board of Directors.

In principle, SNP SE relates the sections of the GCGC 2019 applicable to the Supervisory Board to the Board of Directors of SNP SE and the sections of the GCGC 2019 applicable to the Executive Board to its Managing Directors. In respect of Recommendation F.4 in the GCGC 2019, the following exceptions apply in relation to the statutory framework for the monistic system:

- The tasks of the Executive Board prescribed in Principles nos. 1 and 2 in Section A.I (management tasks of the Executive Board) of the GCGC 2019 are incumbent upon the Board of Directors, Section 22 (1) SEAG.

- The responsibilities of the Executive Board prescribed in Recommendation and Suggestion A.2 (Compliance) of the GCGC 2019 are incumbent upon the Board of Directors of SNP SE, Section 22 (6) SEAG.
- The responsibilities of the Executive Board prescribed in Suggestion A.5 (conduct in case of a takeover offer) of the 2019 Code are incumbent upon the Board of Directors of SNP SE, Section 22 (6) SEAG.
- In deviation from Recommendations B.3 and B.4 of the GCGC 2019, unlike members of the Executive Board, Managing Directors are not subject to any fixed and maximum permitted period of appointment, Section 40 (1) clause 1 SEAG.
- In deviation from Recommendations C.6 clause 2 and C.7 clause 1 of the GCGC 2019, members of the Board of Directors may be appointed as Managing Directors provided that the majority of the Board of Directors is still comprised of non-Managing Directors, Section 40 (1) clause 2 SEAG.

4. Exceptions to the recommendations of the Code

Within the scope of the vote to be passed on the remuneration system according to Section 120a (1) clause 1 AktG, the Board of Directors will present the 2021 Annual General Meeting with a revised and adjusted remuneration system for the Managing Directors, in line with the revised recommendations in the GCGC 2019. The company will thus comply with the recommendations of the GCGC 2019, as amended on December 16, 2019, with the following exceptions:

- According to Recommendation B.1, the Board of Directors should ensure diversity among the Managing Directors. As the focus here so far has been on technical, professional and personal suitability and qualifications, the Board of Directors has opted to deviate from this recommendation. As a diversity concept has already been drawn up for the composition of the Board of Directors, the Board of Directors will also review this for the Managing Directors.
- According to Recommendation B.2, the Board of Directors should work with the Managing Directors to ensure long-term succession planning. In addition, according to recommendation B.5, an age limit for Managing Directors should be set. The Board of Directors has opted to deviate from both recommendations and proposes that the Managing Directors develop a concept for long-term

succession planning, including consideration of an age limit, and present this to the Board of Directors in the current fiscal year.

- According to Recommendation D.5, the Board of Directors should form a Nomination Committee composed exclusively of shareholder representatives to nominate suitable candidates to the Board of Directors for its proposals to the Annual General Meeting for their election. The Board of Directors is of the opinion that the establishment of such a committee is neither necessary nor appropriate due to the specific circumstances of the company, in particular the size of the Board of Directors (currently four members) and the lack of shareholder representatives on the Board.
- According to Recommendation G.1, financial and non-financial performance criteria are to be specified for the grant of variable remuneration components. In conjunction with Recommendation G.7, these performance criteria are to be specified for all variable remuneration components.

In order to achieve a lasting improvement in the medium- and long-term financial success of SNP SE, the new remuneration system is based on financial key performance indicators: the Board of Directors considers non-financial performance indicators to be less appropriate as an incentive system for the Managing Di-

rectors; this applies for the short-term variable remuneration components as well as the long-term variable remuneration components.

- According to Recommendation G.3, the appropriateness of the overall remuneration is to be assessed by means of a suitable peer group comparison. Since Section G.3 is a new element, the composition of the peer group has not yet been disclosed. The Board of Directors has opted to deviate from this recommendation, but intends to comply with it as of the conclusion of new contracts for the Managing Directors.
- According to Recommendation G.15, if Managing Directors are also members of intra-group Supervisory Boards or Boards of Directors, then the remuneration shall be taken into account. The Board of Directors has opted to deviate from this as it does not consider the recommendation to be economically feasible.

The compliance requirements addressed in Section 5 and Recommendation and Suggestion A.2 has not been consistently observed in the past. Organizational measures taken by the Board of Directors also ensure that all compliance requirements are observed.

- According to Recommendation D.3, the Board of Directors should establish an Audit Committee. The Board of Directors has opted to deviate from this, however, it intends to establish an audit committee for the current fiscal year. The details of this audit committee will be decided at one of the next meetings of the Board of Directors. In addition, according to Recommendation D.11, the Audit Committee should carry out a regular assessment of the quality of the audit of the financial statements. Once an Audit Committee has been established, it will carry out the audit of the annual financial statements and management report as well as the consolidated financial statements and Group management report, which is currently performed by the whole Board. In May 2020, the Board of Directors also agreed to establish a compliance committee. Dr. Karl Biesinger chairs this committee and its other members are Dr. Michael Drill and Gerhard Burkhardt.

- In accordance with Recommendation F.2, the consolidated financial statements and the Group management report should be publicly accessible within 90 days of the end of the fiscal year. The Board of Directors has opted to deviate from this recommendation for the 2020 consolidated financial statements due to additional audit priorities. For the upcoming annual financial statements

and interim financial reporting in the current fiscal year, the Board of Directors aims to comply with this recommendation again, as in previous years.

Heidelberg, Germany, April 8, 2021

For the Board of Directors
Dr. Michael Drill



For the Managing Directors



Michael Eberhardt

The declaration of conformity is permanently available to the public on the company's website:

<https://www.snpgroup.com/en/corporate-governance>

Management and Control Structure

The company is managed by the Board of Directors (“monistic system”), which determines the basic standards for its business activities and oversees their implementation by the Managing Directors. The tasks, competencies and responsibilities of each of these two organs are clearly governed and separated in terms of personnel. The mode of operation, competencies and staffing of the Board of Directors and Managing Directors of SNP SE are discussed in more detail below.

According to the German Corporate Governance Code (“GCGC”) as amended on December 16, 2019 (“GCGC 2019”), the Board of Directors is required to indicate concrete targets for its composition which – in view of the specific characteristics of SNP SE – give appropriate consideration to its international activity, potential conflicts of interest, the number of independent members of the Board of Directors, to specify an age limit for members of the Board of Directors and to give appropriate consideration to diversity. In particular, the members of the Board of Directors must have the necessary skills, abilities and technical experience which are required for the orderly performance of the tasks of a Board of Directors of a publicly traded company in the IT sector. It is not reasonable to expect that each individual member of the Board of Directors will have all of the necessary skills and experience. Here, a distinction must be made between the requirements for the composition of the overall body and the re-

quirements for the individual members of the Board of Directors.

Requirements for the individual members of the Board of Directors

The members of the Board of Directors must be technically and personally qualified in order to manage an IT group which operates globally in the field of data transformation.

Abilities, skills and expertise

By virtue of their skills, abilities and technical experience, members of the Board of Directors should be capable of executing the tasks of a member of the Board of Directors of an international company. This includes knowledge of the fields of accounting, risk management, internal control mechanisms as well as compliance and regulatory and legal issues. In addition, each member of the Board of Directors should have general knowledge of the IT sector and related sectors and an adequate understanding of the international activities of SNP SE.

Independence

A member of the Board of Directors will be considered independent within the meaning of the GCGC 2019 if they are independent of SNP and its Managing Directors and independent of a controlling shareholder of SNP. In making this assessment of independence, the Board of Directors will at least follow the recommendations set out in the GCGC 2019. Accordingly, more than half of the members

of the Board of Directors must be independent of SNP and its Managing Directors. The current independent members of the Board of Directors include: Dr. Michael Drill, Gerhard Burkhardt and Rainer Zinow.

Availability

Each member of the Board of Directors must be able to devote the necessary amount of time to the orderly fulfillment of their tasks as a member of the Board of Directors. In particular, at least four ordinary meetings of the Board of Directors will be held each year. These require appropriate preparation and an adequate amount of time for the review of the annual and consolidated financial statements documents, while membership of one or more committees of the Board of Directors will require additional time. Extraordinary meetings of the Board of Directors or a committee may be also necessary, in order to discuss specific issues. As a rule, members of the Board of Directors should comply with the limit in respect of mandates on Boards of Directors and Supervisory Boards recommended in the GCGC 2019.

Age limit for members of the Board of Directors

As a rule, only persons who have not yet reached the age of 70 at their time of their election should serve as members of the Board of Directors. The Board of Directors will take this age limit into consideration in its election proposals for members of the Board of Directors.

Requirements for the composition of the overall body

Profile of skills and expertise

Overall, the Board of Directors should have those skills and expertise which are deemed material in view of SNP SE's activities. In particular, this includes experience and abilities in the following areas of competence:

- Experience of strategic planning and of the assessment, development and implementation of business strategies
- General knowledge of the IT sector
- General knowledge of technology as well as digitalization and information technology, including IT security
- General knowledge of the key markets in which SNP SE operates
- General knowledge of accounting and financial reporting
- General knowledge of controlling/risk management and
- General knowledge in the field of governance/compliance.

In addition, as far as possible each member of the Board of Directors should have specific expertise which is relevant for the business activities of SNP SE.

It is not necessary for each member of the Board of Directors to have all of the above-mentioned abilities, skills and expertise. Instead, the members of the Board of Directors

should complement one another in terms of their technical expertise and professional experience. In its current composition, the Board of Directors does not consider the above objectives to be fully met. However, the diversity on the Board of Directors is reflected by the different professional backgrounds and areas of activity as well as the different levels of experience of the individual members, who complement each other very well as a whole.

Diversity concept

Professional qualifications and experience and expertise are the key requirements for appointment as a member of the Board of Directors. The membership of the Board of Directors should be characterized by a balanced diversity, so as to provide the Board of Directors with the greatest possible variety of sources of experience and expertise. In particular, diversity encompasses an international focus, a variety of backgrounds and different careers. In accordance with the statutory provisions requiring the equal participation of women and men in management positions, in regard to its composition, the Board of Directors has agreed that its female members must account for at least 20% of its overall membership and that its male members must account for at least 20% of its overall membership. This will be taken into consideration when new appointments are made to the Board of Directors of SNP SE.

Election proposals which the Board of Directors makes to the Annual General Meeting will take these goals into consideration, while also aiming to fulfill the profile of skills and

expertise for the body as a whole. A balanced composition must be ensured, so as to ensure the greatest possible breadth in terms of the desired expertise.

Compliance

Trust is one of our basic values and assumes integrity, honesty and incorruptibility. Compliance with all applicable statutory provisions and internal rules on the part of the company's management and employees is a firm part of our corporate culture. Measures in the area of compliance are continuously reviewed and updated on an ongoing basis by means of a compliance management system. The code of conduct approved by the CEO is at the heart of our corporate culture and encapsulates our key behavioral principles, the requirements for compliance with contractual and statutory obligations, for anti-corruption measures, for the protection of business and commercial secrets and for data protection. All employees are obliged to comply with the company's code of conduct.

These measures will be adapted in line with the company's risk situation. The effectiveness of the individual measures implemented will be regularly reviewed. For this purpose, since 2019 all of the company's employees at its German locations have been able to report legal violations within the company in a protected fashion using a digital whistleblower system and may opt to do so anonymously. This digital reporting system was expanded to include the local subsidiaries in Latin America in 2020, and its rollout will gradually continue elsewhere. The compliance organization

is strengthened constantly, for example, by coordinators at the local level.

Mandatory training is another key element for the avoidance of compliance violations. E-learning-based training was introduced for all of the company's employees in 2020. Employees who are classified as particularly relevant due to the nature of their work have already received training in this area.

In 2020, a compliance committee was established, comprising members of the Board of Directors. It is mainly concerned with compliance-related measures. The management reports on this regularly to the Board of Directors.

Description of the Working Methods of the Board of Directors and Managing Directors

The fundamental principle of responsible corporate management and control for SNP SE is ensuring the efficient and trusting cooperation of the Board of Directors and Managing Directors, while accounting for the impartiality and independence of the members.

Business with related parties in the 2020 fiscal year which might have given rise to potential conflicts of interest was disclosed to the Board of Directors. The Board of Directors and Managing Directors of SNP SE deliberated on the company's strategic positioning, its further development and a

series of individual topics and approved the necessary resolutions in the 2020 fiscal year.

The Managing Directors are preparing a long-term succession planning concept and will present this to the Board of Directors during the current fiscal year.

Board of Directors

According to its articles of incorporation, the Board of Directors is comprised of at least three members, who are selected by the Annual General Meeting without being bound by election proposals. According to the company's articles of incorporation, the term of office of each member of the Board of Directors will expire as of the end of the Annual General Meeting which resolves to grant discharge for the fifth fiscal year following the start of this member's term of office; but no later than six years after the date of this member's appointment. The fiscal year in which this member's term of office begins is not included. Members of the Board of Directors may be reappointed.

As the central body in the monistic management system, the Board of Directors manages the affairs of the SE, determines the basic standards for their activities and oversees their implementation. As for the executive board of a stock corporation, the Board of Directors is responsible for keeping the accounts and for the establishment of a suitable monitoring system for early risk detection. It will engage the auditor to audit the annual financial statements

and the consolidated financial statements pursuant to Section 290 of the HGB.

The Board of Directors shall meet at least once every three months. The Board of Directors passes resolutions on the basis of a majority of the members present or represented. In the event of a tied vote, the chairman of the Board of Directors shall have the deciding vote.

The Board of Directors has established bylaws for its work. They can be viewed on the company's website <https://www.snpgroup.com/en/corporate-governance>. In addition, the Board of Directors reviews its efficiency and effectiveness as a body through regular open discussions.

Managing Directors

The Managing Directors have joint responsibility to conduct the business of the company with the goal of sustainable added value. They implement the guidelines and requirements set out by the Board of Directors. The body currently consists of two members and has a chairperson. The Managing Directors inform the Board of Directors regularly, promptly and comprehensively about all corporate issues relating to planning, business development, the risk situation, risk management and compliance. They mention areas in which the company's business performance deviated from the established plans and targets alongside reasons for the deviations.

The Managing Directors are required to disclose conflicts of interest to the Board of Directors immediately and inform the other Managing Directors. They may take on secondary activities, particularly Supervisory Board positions and similar offices outside of SNP SE, only with the prior consent of the Board of Directors. Potential conflicts of interest in the past fiscal year resulting from business with related parties were disclosed to the Board of Directors.

According to the company's articles of incorporation, the Board of Directors appoints one or more Managing Directors. Members of the Board of Directors may be appointed as Managing Directors, provided that the majority of the Board of Directors still is comprised of non-Managing Directors.

RESPONSIBILITIES OF THE MANAGING DIRECTORS*

MANAGING DIRECTORS AS OF DECEMBER 31, 2020

Dr. Andreas Schneider-Neureither

Chairman of the Managing Directors (CEO)

CEO since 1998, deceased on November 2, 2020.

Michael Eberhardt

Managing Director (CEO)

CEO since December 1, 2020, previously COO, appointed for an unlimited period of time.

Prof. Dr. Heiner Diefenbach

Managing Director (CFO)

Appointed for an unlimited period of time.

Responsibilities and Departments

Corporate Strategy
Corporate Development
Corporate Marketing
Products
IT
Compliance & Legal
Investor Relations

As CEO:
Corporate Strategy
Products and Product Development
Corporate Marketing
Internal and External Communication
Advisory Board
Sales inklusive Partner Sales
Delivery
Academy

As COO:
Field Marketing
Sales
Delivery
Quality Assurance

Finance & Controlling
Shared Services

Additional areas of responsibility since November 19, 2020:
Investor Relations
Human Resources
Sustainability / CSR
Compliance
Legal
HR Strategy, Culture, Talent Club

* Frank Hohenadel served as a Managing Director and CHRO until December 31, 2020. He was responsible for Human Resources, Training and Internal Communication.

Managing Directors may be removed from office by means of a resolution passed by the Board of Directors on the basis of a simple majority. Managing Directors who are members of the Board of Directors may only be removed from office for cause or in case of the termination of their employment contract. In relation to the remuneration of the Managing Directors and the noncompete clause that applies for them, the same provisions apply as for the executive board of a stock corporation in accordance with Sections 87 to 89 AktG. The Managing Directors will be liable for any damage the SE suffers as a result of a violation of their duties prescribed by law or in the company's articles of incorporation or any other duties.

MEMBERSHIPS OF OTHER SUPERVISORY OR SIMILAR BODIES*

MEMBERS OF THE BOARD OF DIRECTORS/MANAGING DIRECTORS AS OF DECEMBER 31, 2020

Dr. Andreas Schneider-Neureither

(deceased on November 2, 2020)

Dr. Michael R. Drill

Chairman of the Board of Directors

Elected for the period up to the end of the Annual General Meeting which resolves on the grant of discharge for the 2021 fiscal year.

Investment banker

Member of the Board of Directors since legal conversion to SE in December 2017, previously member of the then Supervisory Board since February 2011.

Gerhard A. Burkhardt

Deputy Chairman of the Board of Directors

Chief Executive Officer
BBG Bundesbaugenossenschaft eG

Elected for the period up to the end of the Annual General Meeting which resolves on the grant of discharge for the 2021 fiscal year.

Member of the Board of Directors since legal conversion to SE in December 2017, previously member of the then Supervisory Board since May 2013.

Memberships of Other Supervisory Boards and Other Similar Bodies

Lincoln International AG
Chief Executive Officer
Shareholder Value Beteiligungen AG
Supervisory Board

Lincoln International SAS
Supervisory Board

Prime Capital AG
Supervisory Board

casadomus AG
Supervisory Board Chairman

Haufe-Lexware Real Estate AG
Supervisory Board

GWE Gesellschaft für Wohnen im Eigentum AG
Supervisory Board

Familienheim Rhein-Neckar eG
Supervisory Board Chairman

Wohnbau Lützen GmbH
Supervisory Board Chairman (managing director until July 31, 2018)

FF Planen und Bauen GmbH
Managing Director

BFW Bank für Wohnungswirtschaft AG
Supervisory Board Chairman

<p>Rainer Zinow Member of the Board of Directors</p> <p>Elected for the period up to the end of the Annual General Meeting which resolves on the grant of discharge for the 2021 fiscal year.</p> <p>Graduate in business administration Senior Vice President, SAP SE</p> <p>Member of the Board of Directors since legal conversion to SE in December 2017, previously member of the then Supervisory Board since June 2014.</p>	<p>No further offices</p>
<p>Dr. Karl Benedikt Biesinger Member of the Board of Directors</p> <p>Elected for the period up to the end of the Annual General Meeting which resolves on the grant of discharge for the 2023 fiscal year.</p> <p>Lawyer Member of the Board of Directors since June 2019</p>	<p>Witt Solar AG Supervisory Board Chairman</p> <p>RB Reiserer Biesinger Rechtsanwaltsgesellschaft mbH Managing Director</p>
<p>Michael Eberhardt Managing Director (CEO)</p> <p>Mechanical engineer</p>	<p>No further offices</p>
<p>Prof. Dr. Heiner Diefenbach Managing Director (CFO since January 1, 2020)</p> <p>Industrial engineer</p>	<p>Hexagon AG Supervisory Board Chairman</p> <p>Exa AG Supervisory Board</p>

* Frank Hohenadel served as a Managing Director and CHRO until December 31, 2020. He did not hold any further offices. Dr. Klaus Kleinfeld resigned his seat on the Board of Directors – on which he served as Deputy Chairman – on May 11, 2020, with immediate effect. He held the following additional supervisory board positions: Ma'aden Saudi Arabian Mining Co., Fero Labs and NEOM.

SHAREHOLDINGS OF THE BOARD OF DIRECTORS AND MANAGING DIRECTORS

	SHAREHOLDINGS AS OF DECEMBER 31, 2020		SHAREHOLDINGS AS OF DECEMBER 31, 2019	
Dr. Andreas Schneider-Neureither	No information ¹	No information ¹	1.348.796	20,4%
Dr. Michael Drill	20.000	0,3%	20.000	0,3%
Gerhard Burkhardt	7.044	0,1%	7.044	0,1%
Rainer Zinow	0	0	0	0
Dr. Karl Biesinger	4.7570	0,1%	2.564	0,1%
Michael Eberhardt	0	0	3.545	0,1%
Prof. Dr. Heiner Diefenbach	1.000	0,0%	No information	No information
Frank Hohenadel²	0	0	1.000	0,0%
Dr. Klaus Kleinfeld	No information ¹	No information ¹	⁴	⁴

¹ Dr. Andreas Schneider-Neureither died on November 2, 2020. His shareholding has been transferred to his community of heirs.

² Frank Hohenadel resigned from his position as a Managing Director (CHRO) and left the company at his own request on December 31, 2020.

³ Not a member of the Board of Directors at this time.

⁴ As a member of the investor group AkrosA Private Equity GmbH & Co. KG, Dr. Klaus Kleinfeld built up a 9.17% stake in SNP SE in the course of the capital increase in 2018 (voting right notification as of December 13, 2018). By means of a voting rights notification as of September 15, 2020, AkrosA Private Equity GmbH & Co. KG provided notice that it was to reduce its interest in the company to 0.00%.

Disclosures on Risk Management

The business activities of SNP SE are subject to a variety of risks that are inseparably linked to its entrepreneurial activity. Good corporate governance includes dealing with these risks responsibly. In order to identify risks at an early stage, to evaluate them and to deal with them systematically, SNP SE employs effective management and control systems that are combined into a uniform risk management system. A detailed description of risk management is contained in the report on opportunities and risks in the 2020 Group management report.

Further Information on Corporate Governance at SNP

Comprehensive information on the activity of the Board of Directors and cooperation between the Board of Directors and Managing Directors can also be found in the report of the Board of Directors in this Annual Report.

SNP's consolidated financial statements and interim reports are prepared according to the principles of the International Financial Reporting Standards (IFRS), while the annual financial statements of SNP SE are prepared according to the provisions of the German Commercial Code (HGB). The Annual General Meeting held on June 30, 2020, elected Rödl & Partner GmbH, Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Stuttgart, as the auditor for SNP SE and the SNP Group for the 2020 fiscal year.

