

April 1, 2026

Corporate Governance Report 2025

Preliminary note

The application of the Public Corporate Governance Code (PCGC) of the Federal Government is anchored in the Articles of Association of FIZ Karlsruhe (art. 22). Amendments to the Articles of Association (most recently in 2017) have always taken into account the recommendations of the PCGC in the version applicable at the time.

1. Declaration of compliance of the PCGC

FIZ Karlsruhe – Leibniz-Institut für Informationsinfrastruktur GmbH (hereinafter FIZ Karlsruhe) hereby presents the Corporate Governance Report 2025. The report is published on the website of FIZ Karlsruhe.

The Supervisory Board and the President & CEO of FIZ Karlsruhe jointly declare in accordance with sect. 7.1 of the PCGC that its recommendations were essentially complied with in 2025. Recommendations from which the company deviates are presented below.

2. Company profile

FIZ Karlsruhe is a not-for-profit organization with the mission “to provide scientific information to researchers and scientists, to develop appropriate products and services for a scientific information infrastructure, and to make them available to the public. To this end FIZ Karlsruhe also carries out research and development on its own initiative. The aim is to strengthen the transfer of knowledge in Germany and abroad and to support the promotion of innovation as well as the collaboration in science and research”. (Articles of Association, as amended on July 28, 2017, Art. 2, para.1)

We consider good and responsible corporate governance that is oriented towards value generation on the long term and complies with national and international standards an essential part of our self-image and a key factor for our corporate success. By responsible, we mean not only acting in accordance with the law, but also exercising the privilege of being a government-funded institution by acting in an

exemplary, sustainable, respectful and transparent manner. We conduct our business in accordance with the guidelines of the "honorable businessman" for the benefit of the company.

FIZ Karlsruhe is a member of the Leibniz Association, which unites 96 independent research institutions jointly funded by the federal and state governments. In this respect, we also see it as our responsibility to act in accordance with the self-obligation of the Leibniz Association, entered into within the framework of the Pact for Research and Innovation IV vis-à-vis the Joint Science Conference of the Federal Government and the Länder (GWK).¹

3. Structure of management and supervisory bodies

3.1. Shareholders' Meeting

The tasks and responsibilities of the Shareholders' Meeting and its preparation, implementation, decision-making and documentation modalities are anchored in particular in art. 8 to art. 10 of the partnership agreement of FIZ Karlsruhe and comply with the recommendations of the PCGC. Pursuant to art. 10, clause 1 of the partnership agreement, the chairperson of the supervisory board, i.e., a representative of the federal government, also chairs the shareholders' meeting.

3.2. Supervisory Board

The duties and responsibilities of the Supervisory Board and its preparation, implementation, resolution and documentation modalities are laid down in art. 11 of the Articles of Association and in the Rules of Procedure of the Supervisory Board. In accordance with section 6.1.1 of the PCGC, the Supervisory Board monitors the legality, expediency and efficiency of the company's management and receives regular reports from the management. The members of the Supervisory Board are appointed by the shareholders or the Shareholders' Meeting respectively according to art. 12 (2) of the Articles of Association. Three of the ten board members are women. There is no age limit for Supervisory Board members stipulated in the Articles of Association².

Effective January 13, 2026 Ministerialrätin Dr. Elise Grauer has succeeded Ministerialrätin Marion Steinberger as Chairwoman of the Supervisory Board.

1 https://www.leibniz-gemeinschaft.de/fileadmin/user_upload/Bilder_und_Downloads/%C3%9Cber_uns/Strategie_und_Wissenschaftspolitik/Erklaerung_der_Leibniz-Gemeinschaft_im_PFI_IV_2019_03_26.pdf, last accessed on March 30, 2026

2 Deviation from the recommendation in Section 6.2.2 of the Federal PCGC: "An appropriate age limit for members of the supervisory body, consistent with legal requirements, should be established and taken into account when proposing candidates for the supervisory body."

3.3. Management Board

The duties and responsibilities of the Management Board are set out in the Articles of Association (art. 17) and comply with the recommendations of the PCGC (sect. 5.1 et seq.).

On April 1, 2025, Andreas Schwartz succeeded Prof. Dr. Wolfram Horstmann as CEO of FIZ Karlsruhe. He was appointed by the shareholders' meeting at the proposal of the Supervisory Board in accordance with Section 16 of the articles of association.

The Management Board currently consists of one person who is authorized to act as the company's sole representative³. This corresponds to the provisions of art. 16 (1) of the Articles of Association according to which the company may be represented by one or more CEOs. The Articles of Association do not provide for an age limit for members of the Management Board; notwithstanding this, the company proceeds in accordance with the statutory requirements⁴. In managing the business, the President & CEO is supported by the Executive Management. Members of the Executive Management are the Vice Presidents, the Head of HR, and the Legal Counsel. As a rule, strategically significant business transactions, or those involving legal or financial obligations, are jointly signed by the President & CEO and an authorized signatory (Prokurist/in) or the responsible member of the Executive Management (dual control principle). This arrangement has proven successful in our business operations.

In accordance with the recommendations of the PCGC (sections 5.1.2 and 5.1.3), the Management Board ensures compliance with statutory provisions and internal company guidelines, as well as appropriate measures geared to the company's risk situation (compliance management system). Compliance management creates the framework for adherence to the company's internal guidelines, which are accessible to all employees on the intranet. An anti-corruption officer has been appointed and the necessary measures have been taken to protect whistleblowers in accordance with the Whistleblower Protection Act.

Core tasks of the Management Board are appropriate risk management and risk controlling. Risk reporting is based on the systematic recording and assessment of risks. Risks are monitored on an ongoing basis and communicated regularly to the Supervisory Board as part of risk reporting and in the management report as part of the annual financial statements. FIZ Karlsruhe regularly has internal audits carried out (by an auditing company) to review the core processes of the finance department⁵.

³ Deviation from the recommendation in Section 5.2.1 of the Federal PCGK: "The executive board should consist of at least two persons."

⁴ Deviation from the recommendation in Section 5.2.5 of the Federal PCGK: "The rules of procedure should establish an age limit for members of the executive board that complies with statutory requirements."

⁵ Deviation from the recommendation in Section 5.1.3, third sentence, of the Federal PCGK: "The internal audit function should be maintained as an independent unit."

As part of compliance management, the following topics continue to be given high priority: preventing and fighting corruption, data protection, information security, health and safety, inclusion, equality, and sustainability (see sect. 6 below). They are included in the regular reports by the Management Board to the Supervisory Board (see sect. 4 below). Separate, appropriately trained officers, appointed by the Management Board and reporting directly to it, are responsible for continuous monitoring, adjustments where necessary, and internal communication and raising of awareness. Their position is firmly anchored within the organizational structure.

4. Collaboration of Management Board and Supervisory Board

A trustful collaboration between the Supervisory Board and the Management Board for the benefit of the company is laid down in the Articles of Association and complies with the recommendations of the PCGC (art. 4). It is put into practice both at the institutional level and by the responsible persons.

The Supervisory Board is directly involved in important decisions regarding information policy, business policy and financial matters. Following the recommendations of the PCGC (sect. 4.1.2), the Articles of Association (art. 11, sect. 2) set out in detail the transactions requiring approval. In accordance with the PCGC (sect. 4.2.), the chairperson of the Supervisory Board makes explicit reference at the beginning of each meeting to the confidentiality of the discussion and the documents. In special cases, the Supervisory Board can meet without participation of the Management Board.

The Management Board will provide the Supervisory board with comprehensive, detailed information in accordance with sect. 4.1.3 of the PCGC. In the first half of the business year, the President & CEO will, in accordance with art. 17 (2) of the Articles of Association, submit to the Supervisory Board an annual statement covering the previous business year. At the supervisory board meetings – however, at least every six months – she will report to the Supervisory Board (orally and in writing) on the course of business and the company's situation. In addition, she will inform the chairperson and the deputy chairperson of the Supervisory Board in urgent matters.

In accordance with art. 14 (3) of the Articles of Association, the respective documents are submitted three weeks prior to the respective meeting, i.e., earlier than the 14 days recommended in sect. 4.1.3. of the PCGC.

In the context of the audit of the annual financial statements, there is direct interaction between the Management Board and the representatives of the grantors in the Supervisory Board in order to prepare decisions to be made in the meetings of the Supervisory Board and the shareholders' meeting (see sect. 7 below). In addition, and in accordance with sect. 4.2.2 of the PCGC, the Management Board meets with both the chairperson of the Supervisory Board and the Shareholders' Meeting in

advance of each meeting in order to prepare it jointly. A preparatory meeting is also held with the employee representatives on the Supervisory Board.

5. Transparency

The current version of the Corporate Governance Report is available on the company's website. The annual financial statements and management report are published in the electronic company register⁶.

Remuneration

President & CEO

In the reporting year, the President & CEO received the following remuneration:

Basic remuneration:	150.808,01 Euro
Monetary and non-monetary fringe benefits, allowances and similar payments:	64.023,12 Euro
Remuneration and/or expense allowances for mandates held in the interests of the company in supervisory bodies of other companies as well as commissions and similar benefits from third parties in connection with the activity as a member of the Management Board:	0,00 Euro
Total:	214.831,13 Euro

Former Presidents & CEOs

The publication of the remuneration of other former Presidents & CEOs was not provided for in the respective employment contracts. So, for reasons of data protection and with reference to Section 286 (4) HGB, they are not published⁷.

⁶ Deviation from the recommendation in Section 7.3 of the Federal PCGK: "Corporate information published by the company should remain accessible on the company's website for at least the five fiscal years following its release. In addition to the Corporate Governance Report, this includes the annual financial statements, supplemented by the notes, as well as the management report."

⁷ Deviation from the recommendation in Section 7.2.1 of the Federal PCGK: "The Corporate Governance Report should disclose the compensation paid to each member of management in the respective reporting year [...]. This also applies to benefits promised to the member or a former member of the Executive Board in the event of termination of employment or granted during the fiscal year."

Supervisory Board

The members of the Supervisory Board did not receive any remuneration in the reporting year. They are reimbursed exclusively for travel and other expenses incurred in the performance of their duties in accordance with the rules applicable to federal employees.

6. Sustainable corporate governance

FIZ Karlsruhe is committed to the basic principle of sustainability⁸, i.e., treating employees and material resources in a responsible way. In this sense, the corporate management fully complies with the recommendations of the PCGK (sect. 5.5). In addition, it has created the position of a Sustainability Officer (see sect. 3.3. above) as of January 2023. Our guiding principles are:

- Sustainability in organizational development: We establish reliable developments of structures, procedures and control processes that are effective in the long term.
- Sustainability in R&D processes: We research, develop and operate methods, processes and services for a sustainable information infrastructure.
- Sustainability of human resources management: We support equal opportunities, appreciation of diversity, and compatibility of work and caring responsibilities as well as volunteer work.
- Sustainability in operating our buildings and infrastructure, as well as in procurement and mobility: We optimize energy consumption in buildings and infrastructure and pursue a sustainable procurement policy. In mobility management in terms of business trips and meetings, we take advantage of opportunities to reduce the carbon footprint.

Our actions are guided by the Leibniz Association's guiding principle of sustainability⁹. Above all, it is explicitly anchored in the "values" section of our self-developed mission statement. This mission statement was developed together with the employees and presented to the Supervisory Board. The core values are:

⁸ See "Sustainability Management in Non-University Research Organizations," a guide developed as part of the collaborative project "Guidelines for Sustainability Management in Non-University Research Organizations" (LeNa) in cooperation with the Fraunhofer Society, the Helmholtz Association, and the Leibniz Association, 2016

⁹ https://www.leibniz-gemeinschaft.de/fileadmin/user_upload/Bilder_und_Downloads/%C3%9Cber_uns/Nachhaltigkeit/Leitbild_Nachhaltigkeit.pdf, last accessed on March 30, 2026

Responsibility - Integrity - Quality - Respect - and Openness. For a definition of what we explicitly mean by each of these values, please refer to the mission statement¹⁰ on our website. Our understanding of these values is in line with the recommendations of the PCGC, in particular sections 5.5.2 and 5.5.3.

Gender-independent equal pay and compliance with the provisions of collective agreements and legal regulations, also vis-à-vis external parties, is a matter of course for us (in accordance with sect. 5.5.4). FIZ Karlsruhe - also in accordance with the objectives of the Pact for Research and Innovation¹¹ - is committed to providing equal opportunities for women in filling executive positions. The share of women in executive positions within the company is above average. As of December 31, 2025, 56% of the persons employed were women; the share of women in executive positions (Vice Presidents, Heads of Department, Team Leaders) was 38%. To continue the equality standards, the Supervisory Board of FIZ Karlsruhe decided in December 2025 on the target quotas for the year 2030.

In January 2024, FIZ Karlsruhe signed the Diversity Charter¹² in order to send a clear signal for diversity and tolerance and an appreciative and unprejudiced working environment. We ensure that the provisions of the General Equal Treatment Act (AGG) are complied with.

Individual needs for reconciling work and family life were taken into account to a very large extent within the scope of the company's possibilities; not only as regards childcare, but also with respect to the care for relatives of old age. In addition to mobile working, flexitime and part-time arrangements are important measures to achieve this. Reductions in working hours have not led to a reduction in career opportunities. With the "audit berufundfamilie" (awarded in 2016, 2019, 2022 and 2026), we have sustainably anchored the compatibility of career and family in the corporate self-image of FIZ Karlsruhe, as well as reflected on and further developed our working conditions to support different life plans in harmony with operational requirements. In addition, we have positioned ourselves internally and externally as a family- and life-phase-conscious employer.

The implementation of the Disability Equality Acts of the Federal Government and the State of Baden-Württemberg (BGG and L-BGG) is a continuous goal that is observed and implemented in all core activities as well as institutionally and organizationally. When filling positions, FIZ Karlsruhe also pays attention to compliance with SGB IX and the appropriate consideration of people who are disadvantaged in the workplace. Their share amounts to about 3% of the personnel capacity (as of December 31, 2025).

10 <https://www.fiz-karlsruhe.de/sites/default/files/FIZ/Dokumente/Broschueren/FIZ-Leitbild-Broschuere.pdf>, last accessed on March 30, 2026.

11 <https://www.gwk-bonn.de/themen/foerderung-von-ausseruniversitaeren-wissenschaftseinrichtungen/pakt-fuer-forschung-und-innovation/>, last accessed on March 30, 2026

12 Charter of Diversity: <https://www.charta-der-vielfalt.de>, last accessed on March 30, 2026

The requirements of BITV 2.0 are implemented in FIZ Karlsruhe's website (in accordance with L-BGG, art. 10)¹³.

7. Annual financial statement

FIZ Karlsruhe as a non-profit recognized limited liability company and large corporation is subject to both public law budgetary conditions and private commercial and corporate law and the commercial obligations and liability regulations associated with the latter.

In the course of this, FIZ Karlsruhe annually prepares the annual financial statements and management report in line with the legal regulations and submits the accounting of the program budget. These are audited by auditors who are appointed by the Shareholders' Meeting. They also have to examine whether the Management Board complies with art. 53 HGrG and to report accordingly. Another task of the auditors is to examine the report on the implementation of the federal government's Public Corporate Governance Codex and its compliance recommendations, which is submitted jointly by the Supervisory Board and the Management Board on an annual basis.

Together with the Executive Board and the auditor, the representatives of the grantors on the Supervisory Board discuss in detail all matters relating to the annual financial statements/program budget on the basis of the annual financial statements report. They document the results in preparation for the Supervisory Board's resolution on the annual financial statements as a recommendation to the Shareholders' Meeting.

FIZ Karlsruhe has received an unrestricted confirmation for each financial statement submitted since its establishment in 1977. With regard to the fact that the issues relating to measures and instruments of risk management and risk provisioning have become significantly more comprehensive, in particular in the course of the last few years, it has also been confirmed without restrictions that these measures and instruments are adequate for the company and its business activities and comply with legal requirements.

13 https://www.gesetze-im-internet.de/bitv_2_0/BITV_2.0.pdf, last accessed on March 30, 2026.