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Corporate governance report and corporate governance declaration

The Management Board and the Supervisory Board provide the following report in accordance with section 289f HGB and the provisions of the German Corporate Governance Code.

Declaration on the Corporate Governance Code

Declaration of compliance in accordance with section 161 AktG

The corporate governance report contains the declaration of compliance with the recommendations of the Government Commission for the German Corporate Governance Code and the corporate governance declaration.

In this report, the Management Board and the Supervisory Board discuss the principles of corporate governance for management and supervisory bodies in more detail as well as their composition and activities.

The activities of Amadeus Fire AG's management and supervisory bodies are governed by responsible corporate governance geared towards long-term value added. In this declaration, the Management Board reports on corporate governance in accordance with Principle 22 of the German Corporate Governance Code and section 289f(1) HGB.

The composition of the Supervisory Board must ensure that it possesses broad and comprehensive experience and expertise in the fields relevant to the company. All its members must be familiar with the sector in which the Company operates. In accordance with section 100(5) AktG, at least one member of the Supervisory Board must have specialist knowledge of accounting and at least one other member must have specialist knowledge of auditing. The relevant experience and skillsets of the individual members of the Supervisory Board are shown and explained in the qualification matrix below. The matrix can also be accessed on the Company's website.

Declaration of compliance by the Management Board and Supervisory Board of Amadeus Fire AG with respect to the recommendations of the Government Commission for the German Corporate Governance Code in accordance with section 161(1) AktG

The declaration of compliance in its current form was jointly approved and resolved by the Supervisory Board and the Management Board as follows on 7 November 2023:

Amadeus Fire AG has complied with all the recommendations of the Government Commission for the German Corporate Governance Code as amended on 28 April 2022 (the "Code") and will continue to comply with them in future as well, with the following exceptions:

1. The recommendation in D.6 of the Code, according to which the Supervisory Board should meet on a regular basis without the Management Board, is not complied with. The Supervisory Board typically only meets without the Management Board when dealing with personnel matters relating to the Management Board. For other matters, the Management Board is only absent as an exception.
2. Section G.I. of the Code contains new and partially amended recommendations on the remuneration of the Management Board. The remuneration system published and approved by the Annual General Meeting of Amadeus Fire AG on 17 June 2020 does not or does not fully comply with the following of these recommendations:
 - i. The approved remuneration system of the Management Board does not comply with the recommendation in G.10 that members of the Management Board should only be able to access long-term variable remuneration components after a period of four years. Claims for remuneration are payable following the end of an agreed long-term incentive plan which has a term equivalent to the relevant Management Board contract.
 - ii. The recommendation in G.12 that variable remuneration be disbursed on the due dates stipulated in the contracts after a member



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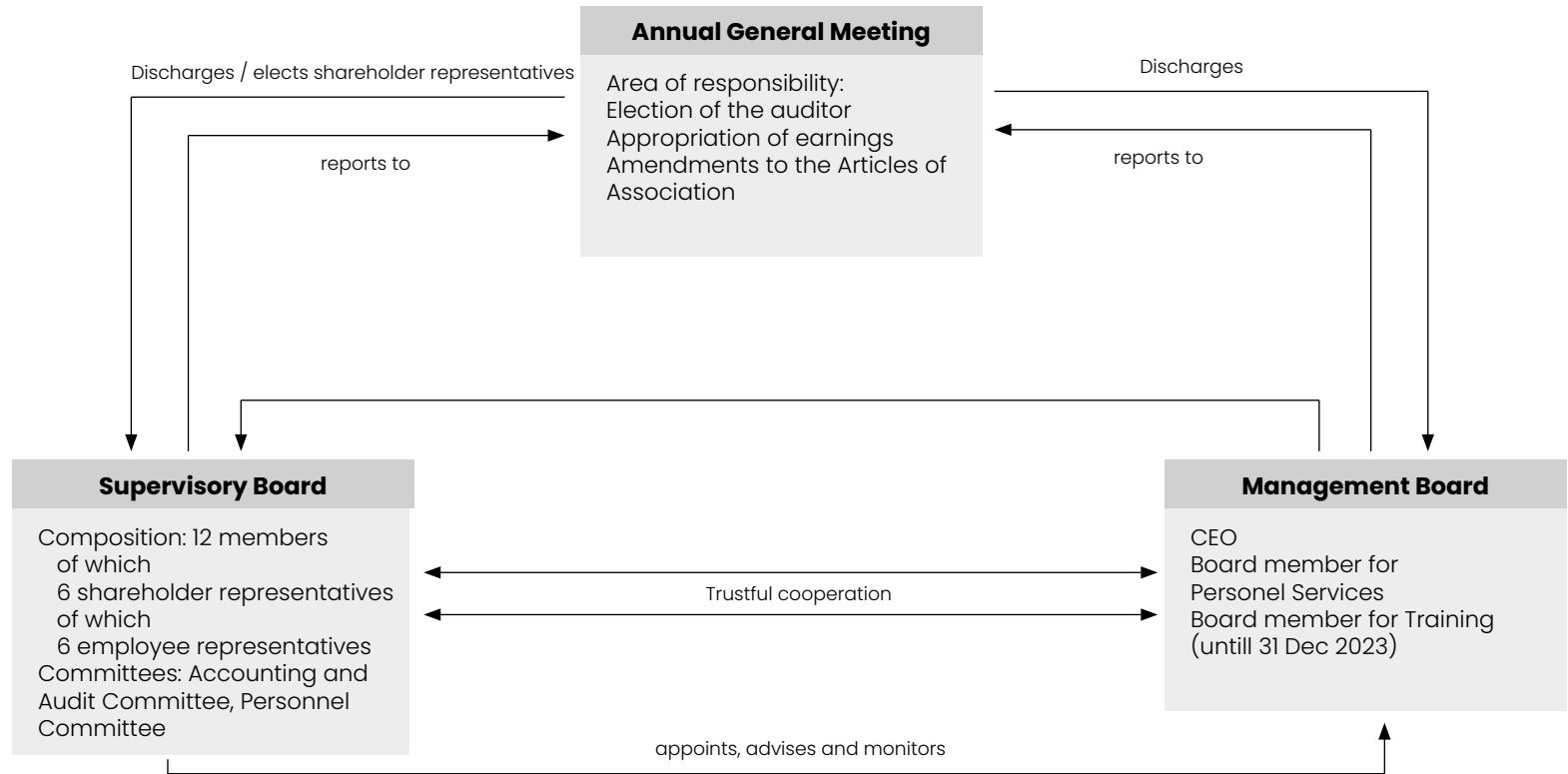
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leaves the board, as well as the recommendation in G.13 that severance payments be considered in the calculation of remuneration for non-compete clauses, are not complied with. There is no such provision in the existing Management Board remuneration system. There are individual contractual arrangements with members of the Management Board regarding termination.

Basic information on the corporate constitution

The Management Board, the Supervisory Board and the Annual General Meeting of Amadeus Fire AG are the executive bodies of the Company, as set out by law and the Articles of Association. The Group is subject to German stock corporation law and therefore has a two-tier governance system, consisting of the Management Board and the Supervisory Board. There is a strict separation of personnel between the Management Board, which manages the Company, and the Supervisory Board, which is responsible for advising and monitoring the Management Board.





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Composition and working methods of the Supervisory Board and its committees

Goals for the composition of the Supervisory Board in terms of skills and diversity

The Supervisory Board regularly deals with the issue of potential conflicts of interest at its meetings and reviews the independence of its members in accordance with the principles of the German Corporate Governance Code. Members of the Supervisory Board are required to disclose any conflicts of interest to the Supervisory Board. No conflicts of interest were disclosed by members of the Supervisory Board in fiscal 2023, thus ensuring that the Management Board is always advised and monitored impartially. There were no consultancy or other service agreements between members of the Supervisory Board and the Company in the past fiscal year.

The meetings of the Supervisory Board were held both online and in person on 2023, which is why an efficiency review was also carried out again. This was conducted during the Supervisory Board meeting on 7 November 2023 in the form of a public discussion. In addition, individual suggestions were also addressed and implemented during the year.

The company has taken out D&O (directors and officers) insurance for the members of Amadeus Fire AG's Management Board and Supervisory Board. This includes a deductible for the members of the Supervisory Board and the Management Board.

In application of the Codetermination Act and in accordance with article 9(1) of the articles of association, the Supervisory Board of Amadeus Fire AG consists of twelve members. Six of these are elected by the Annual General Meeting. Six members are elected by the employees in accordance with the provisions of the Codetermination Act. When members of the Supervisory Board are to be elected, the Nomination

Committee formed in advance ensures that the Supervisory Board has members who have the necessary knowledge, skills and professional experience and who are sufficiently independent. Potential conflicts of interest and the Group's business activities are also taken into account. In its Rules of Procedure, the Supervisory Board has set an age limit for members of the Supervisory Board: At the time of their election to the Supervisory Board, candidates must not be over the age of 75.

The current twelve members of the Supervisory Board are presented in detail under the section entitled "Supervisory Board", which can be referred to for more information.

The shareholder representatives on the Supervisory Board should be largely independent. In their own opinion, this applies to all the shareholder representatives.

There are no former members of the Management Board on the current Supervisory Board.

The Supervisory Board has set specific targets for its composition:

- geographical presence as a result of no less than 10 members holding German nationality
- avoidance of potential conflicts of interest by excluding executives from competitors, suppliers, clients or shareholders
- broad and comprehensive experience and expertise in the Group's business area

These targets have been taken into account in all nominations to date.



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The following committees of the Supervisory Board were formed from among the members of the Supervisory Board, though the Supervisory Board has not transferred any decision-making authority to these committees. The committees work in an advisory capacity only and perform preparatory work for the Supervisory Board as a whole. Committee members must disclose any conflicts of interest to the committee.

Accounting and Audit Committee

Members:

Mr Michael Grimm, Chairman

Ms Annett Martin

Mr Jan Hendrik Wessling

Mr Christian Maria Ribic

The four members of the Accounting and Audit Committee comprise two members of the Supervisory Board who represent the shareholders and two members of the Supervisory Board who represent the employees. The Accounting and Audit Committee is responsible for issues relating to financial reporting, the audit of the Company, Group companies and the Group, including the monitoring of the (consolidated) financial reporting process, the effectiveness of the internal control system, the risk management system and the internal audit system as well as the audit of the financial statements, in particular the independence of the auditor and additional services performed by the auditor. The Accounting and Audit Committee assesses the auditor's audit reports and presents its own assessment of the findings of the audit report to the Supervisory Board, in particular with regard to the future development of the Company. The regular duties of the Accounting and Audit Committee include:

- preparing the selection of the auditor, identifying supplementary key audit matters, agreeing the audit fee and issuing the audit engagement to the auditor;
- appraising the auditor's findings and recommendations set out in a management letter;
- preparing the audit of the annual and consolidated financial

statements, including the combined management report, by the Supervisory Board based on the results of the audit and supplementary remarks by the auditor;

- auditing the quarterly statements and the half-year financial report.

The chair of the Accounting and Audit Committee, Mr Grimm, has extensive knowledge and experience in the application of accounting policies and internal control procedures thanks to his many years of work as an auditor and on management boards and as a managing director in trading and industrial companies with responsibility for the areas of finance and accounting, financing, tax and commercial management. He has been a partner at WP Human Capital Group since 2020 and the CFO of Leica Camera AG since 2022.

Also, Ms Martin is a further member of the Audit and Accounting Committee who likewise has comprehensive knowledge of financial reporting and audits.

The Accounting and Audit Committee meets regularly before the publication of the interim financial statements and after the presentation of the annual and consolidated financial statements by the Management Board. The Committee also meets on an ad hoc basis as necessary. The Chairman of the Committee regularly reports on the work of the Committee at the meetings of the Supervisory Board as a whole.

Personnel Committee

Members:

Mr Christoph Gross, Chairman

Mr Michael Grimm

Ms Ulrike Sommer up to 31 December 2023

Dr Ulrike Schweibert

The Personnel Committee has four members, comprising the Chairman of the Supervisory Board, his deputy, a member of the Supervisory Board representing the employees and a member of the Supervisory Board representing the shareholders. The Personnel Committee deals



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with personnel matters pertaining to the members of the Management Board, including long-term succession planning. The Personnel Committee makes recommendations for the content of contracts with members of the Management Board and their remuneration. Recommendations for current remuneration are determined by a systematic evaluation of the performance of the individual members of the Management Board. The Personnel Committee also performs the functions in accordance with section 27(3) in conjunction with section 31(3) sentence 1 MitbestG (mediation committee). The Chairman of the Supervisory Board is also the Chairman of the Personnel Committee.

The Personnel Committee convenes when required, in particular before meetings of the Supervisory Board in which Management Board issues are addressed. The Chairman of the Committee regularly reports on the work of the Committee and, if applicable, the results of negotiations at the meetings of the Supervisory Board as a whole.

Composition and working methods of the Management Board and the cooperation with the Supervisory Board

The members of the Management Board are appointed by the Supervisory Board in accordance with section 84 AktG. Articles 6 to 8 of the Articles of Association govern the number of members of the Management Board, their deputies and the management of the Company by the Management Board, applying the Rules of Procedure resolved by the Supervisory Board.

The Management Board of Amadeus Fire AG consisted of three members in fiscal 2023. They are the chair of the Management Board Mr Robert von Wülfing, Mr Dennis Gerlitzki and Mr Thomas Surwald. Thomas Surwald left the Management Board in his function as Training Director with effect from 31 December 2023.

The Management Board presents information to the Supervisory Board and its committees regularly, comprehensively and in a timely manner, essentially on matters of corporate planning, strategic development, business performance and the situation of the Group, including the risk situation and risk management. It also coordinates the com-

pany's strategic direction with the Supervisory Board and regularly discusses the current strategy implementation.

In performing its duties, the Supervisory Board has addressed in detail the risk management system, and in particular the effectiveness of the internal control and risk management system in relation to the financial reporting process. Please refer to the relevant sections of the management report for further information on risk management and the description of the material risks and opportunities.

The members of the Management Board are appointed by the Supervisory Board, which also monitors and advises them in their management of the Company. Among other things, the Rules of Procedure for the Management Board stipulate that the Management Board is not permitted to carry out certain transactions without the approval of the Supervisory Board. Furthermore, an age limit of 67 has been specified for members of the Management Board in the Rules of Procedure for the Management Board. Together with the Management Board, the Supervisory Board ensures the long-term succession planning for the Management Board. In addition to the requirements of the German Stock Corporation Act, the Corporate Governance Code and the Rules of Procedure, the target stipulated by the Supervisory Board for the share of women on the Management Board and the criteria of the Supervisory Board's diversity concept for the composition of the Management Board are taken into account here.

Policies promoting the participation of women in management positions in accordance with section 76(4) and section 111(5) AktG

The Gesetz für die gleichberechtigte Teilhabe von Frauen und Männern an Führungspositionen in der Privatwirtschaft und im öffentlichen Dienst (German Act on the Equal Participation of Women and Men in Management Positions in the Private Economy and the Public Sector) requires Amadeus Fire AG to set targets for the percentage of women on the Management Board and the next two management levels below this. In addition to the legal requirements, Amadeus Fire AG sees it as



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its duty, in its role as a leading provider in the field of personnel services and training, to continually increase the percentage of women in the first two levels below the Management Board. The targets that have been set are regularly reviewed and revised as necessary, for example.

It was resolved on 30 June 2022 to significantly raise the target for the two management levels below the Management Board. The target set in 2017 was 11.1 percent. A new target of 27.5 percent was set as at 30 June 2022. The current target will be reviewed again by no later than 30 June 2027 and revised as necessary.

When appointing men or women to the Supervisory Board, the Company thus complied with the statutory minimum quota of 30 percent. The Supervisory Board of the Company consists of five women and seven men as at the end of the reporting period.

On 2 August 2022, the Supervisory Board again set a target of 0 percent for women in the Management Board of Amadeus Fire AG. If the Management Board is increased in size, the Supervisory Board will set a target of 25 percent. The Supervisory Board is due to review whether a higher target can be set as at 30 June 2027.

The Group's Management Board currently consists of two members. In order to maintain a confident and effective position in the future with regard to the corresponding division of responsibilities and the volume of business, the Executive Board is to be made up of three members again in future.

The size of the Management Board was last increased in 2020 on account of the massive expansion in training business. The Supervisory Board intensively addressed the issue of appointing a woman as a member of the Management Board at the time. Despite its efforts, it proved unable to identify a suitable woman candidate.

The position went to the most proficient available candidate, Mr Thomas Surwald. Mr Surwald is a former managing director of the Comcave Group and has relevant knowledge in this segment. The

term of Thomas Surwald's contract ran to 31 December 2023 and he therefore left Amadeus Fire AG when his contract expired on this effective date.

Increasing the percentage of women while keeping the same number of members of the Management Board would mean that one of the current members would have to be replaced by a woman when his contract is next due for renewal. However, in the opinion of the Supervisory Board, qualifications alone should be the deciding factor.

The Amadeus Fire Group attaches great importance to equal opportunities. Its career development programmes are gender-neutral and geared towards equal opportunities. Furthermore, the criteria for advancement in sales positions are extremely transparent and clearly regulated without any reference to gender.

On account of its business model, the Amadeus Fire Group operates in a narrowly defined and highly specific market environment. The range of appropriately qualified candidates is therefore very limited. The appointment of a candidate who does not possess the requisite qualifications and knowledge, which are imperative in the specific market environment, would impair the Group's strategic and operational capacity.

Compensation report | Compensation system

A detailed description and discussion of the remuneration of the Management Board and the Supervisory Board can be found in the remuneration report. The Company has decided to compile the disclosures required by law, the disclosures recommended by the German Corporate Governance Code and additional information on the remuneration system in a separate remuneration report. The Company believes that this provides greater transparency and comprehensibility.



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Shareholders and Annual General Meeting

Amadeus Fire AG's shareholders exercise their codetermination and control rights at the company's General Meeting, which takes place at least once a year. The Annual General Meeting is held within the first eight months of the fiscal year at the Company's registered office or in a city in Germany with a stock exchange; the Annual General Meeting can also be held in a German city with a population of at least 250,000. The Annual General Meeting resolves all matters assigned to it by law (including the appropriation of net retained profits, official approval of the actions of members of the Management Board and the Supervisory Board, the election of the members of the Supervisory Board, the appointment of the auditor, amendments to the Articles of Association, corporate action). Each share conveys one vote.

Every shareholder who registers on time is entitled to attend the Annual General Meeting. Shareholders not wishing to attend the Annual General Meeting in person can exercise their voting rights by proxy through a representative, e.g. a bank, shareholder association or other third party. In addition, the Company allows its shareholders to exercise proxy voting by authorising a representative appointed by the Company to exercise their voting rights in accordance with their instructions before the Annual General Meeting. Shareholders are also permitted to vote in writing by postal vote.

Prior to the Annual General Meeting, the shareholders receive the information prescribed by stock corporation law in the annual report, the invitation to the Annual General Meeting and the various reports and information required for adopting the pending resolutions. These reports and documents and this information required by law for the Annual General Meeting are also made available on Amadeus Fire AG's website. A CV is published for each candidate for elections of the shareholder representatives on the Supervisory Board.

In 2023, the Annual General Meeting was held on 17 May as a virtual general meeting, without shareholders or their representatives attending in person, in accordance with the Articles of Association and the law, namely the German Stock Corporation Act.

The next Annual General Meeting is scheduled to take place in Frankfurt/Main on 15 May 2024. The financial calendar for the current year is published on the website of the Amadeus Fire Group and contains the key publication dates for financial reporting and the date of the Annual General Meeting.

Financial reporting and auditing

Amadeus Fire AG prepares its consolidated financial statements and interim consolidated financial statements in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU. Amadeus Fire AG's (single-entity) annual financial statements are prepared in accordance with German commercial law (HGB). The financial statements are prepared by the Management Board and audited by the auditor and the Supervisory Board. The interim statements are reviewed by the Audit Committee before they are published.

The auditor is elected by the Annual General Meeting for the fiscal year in question in accordance with the regulatory requirements. The auditor was accordingly elected at the Annual General Meeting in May 2023.

The annual and consolidated financial statements of Amadeus Fire AG and the combined management report were audited by PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, and furnished with an unqualified auditor's report in accordance with German accounting principles.

PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, has undertaken to immediately inform the Chairman of the Audit Committee of any reasons that would prevent it from performing the engagement or cast doubt on its impartiality during the audit, insofar as these are not remedied with immediate effect. The auditor is also required to report without delay any findings or events significant to the duties of the Supervisory Board that arise during the performance of the audit. Moreover, the auditor must inform the Supervisory Board and note in the audit report if, in the performance of the audit, matters come to its attention that are inconsistent with



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the declaration of compliance issued by the Management Board and Supervisory Board in accordance with section 161 AktG. The audits conducted in fiscal 2023 did not give rise to any such findings.

Key corporate governance principles and practices

Risk management, internal control system and compliance management system

An essential element of good corporate governance is a responsible approach to the company's business risks and opportunities. With this in mind, Amadeus Fire AG has implemented company-specific and Group-wide reporting and control systems that provide the possibility of identifying, assessing and managing risks and opportunities. The company's management is of the firm conviction that this kind of corporate governance is an important integral part of the Amadeus Fire Group's success.

This systematic risk management is based on the "three lines of defence" model, which describes the effectiveness of structures and processes within an organisation and sets out the different levels of the risk structures together with their responsibilities.

The defining feature of the **first level** (line of defence) is that the operating units are responsible for identifying, quantifying and monitoring risks and opportunities. The sphere of responsibility of the first level additionally includes initiating risk management measures and taking on internal control functions. These should be ensured as far as possible by automated and IT-supported controls within the business processes. The employees at this level are required to act and to evaluate the risks in the interests of the company on their own initiative and with an awareness of risks within their expertise and in adherence to laws and compliance regulations.

The **second line of defence** comprises internal control functions such as Controlling, Accounting, Legal, Group Risk Management and

Compliance. These provide methods and processes for dealing with opportunities and risks, set the framework for the design of the internal control system (e.g. through rules and regulations) and support the first line of defence in implementing measures to counter risks and take advantage of opportunities. The second level additionally provides support for management decisions and actions through monitoring, consulting, putting forward proposals for guidelines, conducting analyses and providing suitable information. It is also the responsibility of this level to constantly develop the company's risk management. Regular dialogue with the management, heads of business departments and Group functions ensure that up-to-date information about planned, actual and expected results in connection with the company's targets, opportunities and risks is always communicated.

At the **third level**, Internal Control ensures, as an independent office, that the implementation of the requirements for the first and second lines of defence are reviewed. The processes and systems of the other two lines of defence are assessed to see whether they are appropriate, proper and effective and a report on this is produced every year. The recipients of this reporting are the Management Board and the Audit Committee of Amadeus Fire AG.

The three lines of defence model is completed in view of the accounting by the work of an external auditor.

Using the measures of the three lines of defence model described above, management has implemented a control framework for the Amadeus Fire Group that is designed to ensure that the internal control and risk management systems are appropriate and effective. Further insights into the Amadeus Fire Group's risk management are provided in the combined management report in the section "Report on risks and opportunities".

As a supplement to the above-mentioned cornerstones of responsible corporate governance, the management has compiled the due diligence and organisational obligations of the Amadeus Fire Group in the House of Governance (HoG). In addition to a compliance management system (CMS), the HoG also comprises an internal control and



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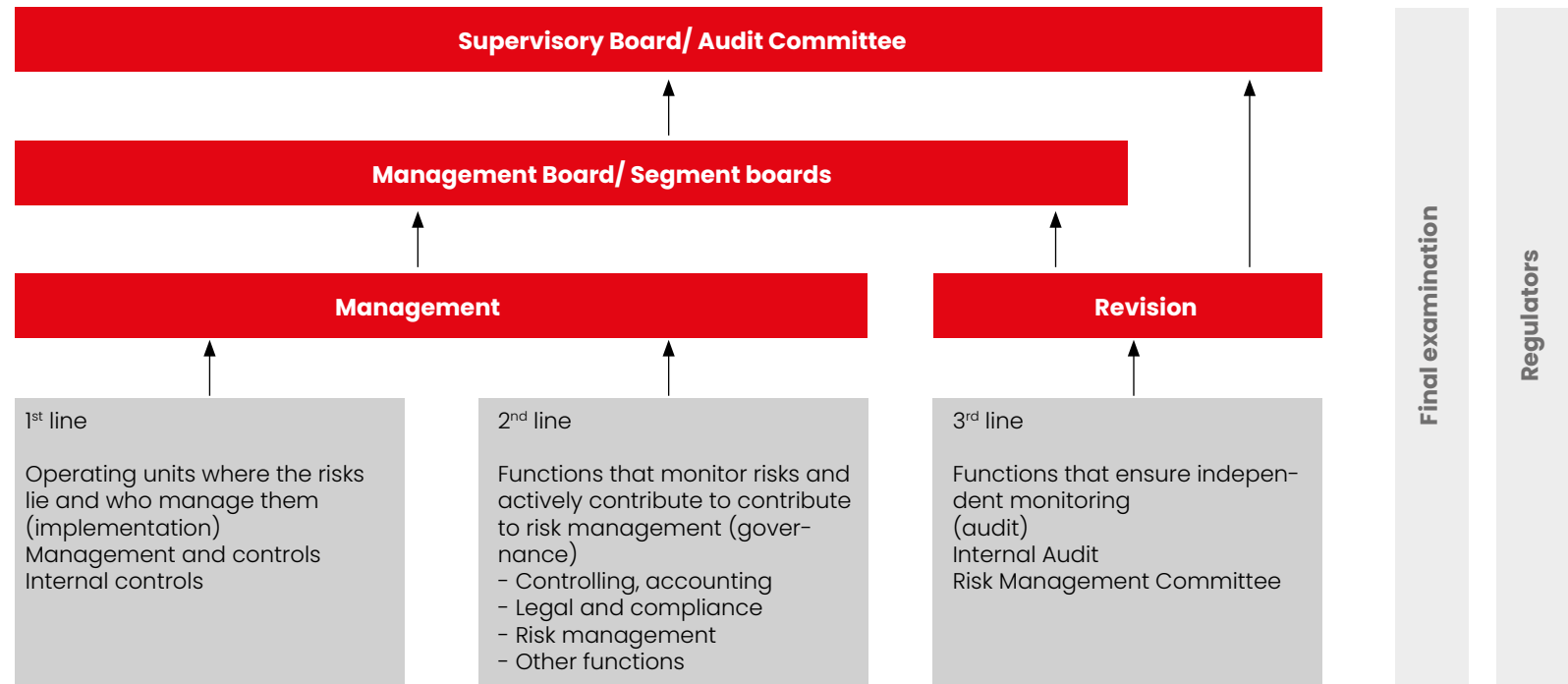
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monitoring system, and Internal Audit office and a risk management system. It is illustrated on the next page.

The compliance management system, the internal control system and Controlling constitute the key pillars of the House of Governance here. To ensure that the risk management is consistent with the individual pillars, the following measures and processes in particular have been established in the risk management system:

- Strategy planning: the risk management system is appropriately integrated as part of the planning process (strategic planning and annual budget planning); plus risk survey as planning assumptions;

- Organisational structure: the organisational structure ensures that all pillars of the HoG are represented by relevant representatives on the Risk Management Committee. This sets out to guarantee that all areas are dovetailed with the risk management system;
- Daily management practice: limiting the risk owners to the key management levels ensures that risks that have been identified are efficiently managed. By including all representatives/responsible officers of the "pillars" as risk owners, it is guaranteed that the systems are linked in the best possible way.



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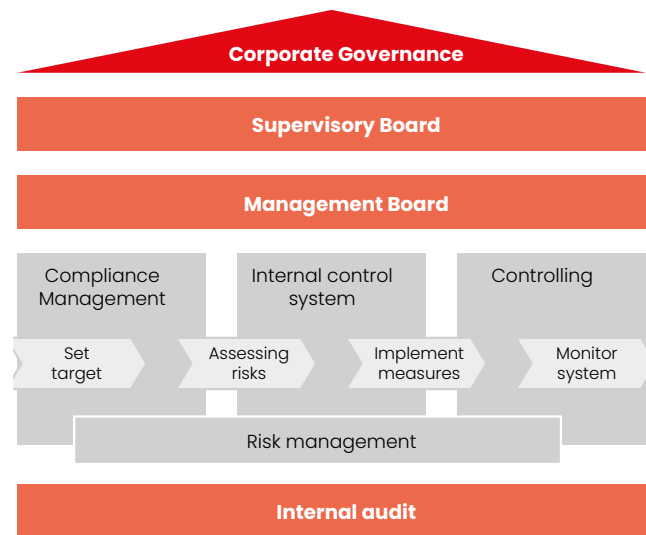
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The pillars perform the following roles in particular:

Compliance management system

The existing compliance management systems are key risk owners in the risk management system. They include data protection and information security, for example. Additional integration is essentially provided by appointing representatives of the most important compliance fields as well as by connecting the systems (in the future) in an integrated GRC solution.

Internal control system

Amadeus Fire AG focuses in the systemic target modelling on mapping the processes, risks and controls in process management software that transparently illustrates and manages the risks and control in the risk management and in an ICS solution and that, in the event of process changes, adequately enables impacts on the risks and controls to be assessed with appropriate speed and adjusted if necessary.

Controlling/investment controlling

Controlling/investment controlling is on the one hand incorporated in the risk management system within the framework of the risk survey, while on the other it serves in the course of the risk monitoring to identify developments at an early stage through its constant analysis of budget deviations and to review and validate the effectiveness of the measures.

Transparency and communication

Amadeus Fire AG informs capital market participants and interested members of the public about the Group's financial situation and new facts without delay, regularly and concurrently. The annual report, the half-year financial report and the quarterly statements are published on time. Current events are announced in press releases and – if prescribed by law – ad hoc disclosures. The Company regularly informs its shareholders about important dates in a financial calendar published in the annual report and on the Company's website. All information is available in both German and English and can be accessed on Amadeus Fire AG's website at <https://group.amadeus-fire.de/investor-relations/ueberblick/>. This allows all investors to obtain timely information on current developments.

Directors' dealings

Members of the Management Board and the Supervisory Board are required by law in accordance with section 15a of the Wertpapierhandelsgesetz (WpHG – German Securities Trading Act) to disclose the acquisition or disposal of shares in Amadeus Fire AG or related financial instruments if the value of the transactions performed by the member and related parties amounts to or exceeds € 20,000 in any calendar year (directors' dealings). In fiscal 2023, no shares were acquired/sold by members of the Management Board or the Supervisory Board or by entities closely related to the Management Board.

A detailed breakdown of the shareholdings of the Management Board and the Supervisory Board can be found in the section entitled "Shares".