

# REPORT OF THE SUPERVISORY BOARD

## Dear shareholders

Knaus Tabbert AG set the strategic course for the future in the 2021 financial year. By adopting an investment programme of EUR 220 million to expand production capacities at our current locations in Germany and Hungary, we wish to maintain high long-term demand for Knaus Tabbert products in our core markets. These investments represent an important milestone, and fit seamlessly into our strategy. In this way, we are not only securing our dynamic growth far beyond 2022, but also expanding our market position in our core markets in the long run. Digitisation, lightweight construction and e-mobility are our key strategic building blocks in this regard.

However, 2021 also presented our company with major challenges. Disruptions in global supply chains as a result of the pandemic led to noticeable delivery bottlenecks for certain semiconductor components, which prevented us from fully meeting ongoing high customer demand despite our best efforts. Thanks to the outstanding commitment of the Management Board, executives and all members of staff, and the support of the Supervisory Board, we were nevertheless able to ensure a positive business development.

For me as Chairwoman of the Supervisory Board, the last few months have shown that we at Knaus Tabbert make the right decisions, even in difficult times. The company has made good progress towards further expanding its position as a supplier of recreational vehicles, and I am optimistic about the coming years, even though we will have to prepare ourselves for the humanitarian, social and economic consequences of the Ukraine crisis in 2022, in addition to the corona pandemic.



## COOPERATION OF THE CORPORATE BODIES

In the year under review, we performed all tasks required according to legislation, the Articles of Association and the Rules of Procedure with due care and diligence, and in line with the German Corporate Governance Code (GCGC). We thus continuously monitored the conduct of business by the Management Board and regularly advised the Management Board on the running of the company. In the process, the Supervisory Board was able to satisfy itself at all times that the work undertaken by the Management Board was lawful, expedient and proper. The Management Board fulfilled its information obligations. It provided regular, timely and comprehensive information, both written and verbal, on all issues of strategy, planning, business development, risk position, risk development and compliance of relevance to Knaus Tabbert AG. In view of the ongoing challenges of the corona pandemic, the Supervisory Board and the Management Board intensified their exchange of information in order to discuss the impact of the pandemic on Knaus Tabbert AG and take appropriate and timely measures. These primarily focused on plant closures at our suppliers, the implementation of corona-compliant safety concepts at the individual sites, and general supply chain risks.

The members of the Supervisory Board had ample opportunity to critically examine the reports and resolution proposals submitted by the Management Board in the committees and at meetings. In particular, all important issues were discussed in depth and checked for plausibility. The Management Board was also available to the Supervisory Board for any bilateral discussions and explanations.

As Chairwoman of the Supervisory Board, I maintained regular contact with the Management Board between meetings, in particular with the Chairman and the Chief Financial Officer, and consulted with both on issues relating to the company's strategy, business development, risk position, risk management and compliance. In the year under review, the Supervisory Board held seven meetings.

The Management Board regularly informed the Supervisory Board of all significant economic developments of the Group. During the reporting period, the Management Board provided the Supervisory Board with continuous information on all fundamental issues of corporate planning, including financial, investment, sales and personnel planning, current developments at Group companies, the sales trend, the current situation of the company and its segments, the economic and political environment, as well as the current status and assessment of the main legal risks.

Moreover, the Management Board regularly reported to the Supervisory Board on the profitability and liquidity situation of the company, the development of its sales and procurement markets, the overall economic situation and the developments on the capital markets.

Further topics of discussion included the further development of the product portfolio, safeguarding the company's competitiveness in the long term, and the continued implementation of measures to ensure sustainable and future-oriented mobility in conjunction with Knaus Tabbert's sustainability strategy. The Supervisory Board also approved the acquisition of the WVD Süd Group in the fourth quarter.

Attendance at meetings of the Supervisory Board and its committees was as follows:

	Supervisory Board	Presiding Committee	Audit Committee
Dr. Esther Hackl (Chairwoman)	7/7	3/3	5/5
Anton Autengruber (Deputy Chairman)	7/7	3/3	5/5
René Ado Oscar Bours	7/7		
Jana Donath	7/7		5/5
Daniela Fischer	5/7		
Michael Heim	6/7		
Stephan Kern	6/7		
Klaas Meertens	4/7		4/5
Manfred Pretscher	7/7		
Willem Paulus de Pundert	6/7	3/3	5/5
Robert Scherer	6/7		
Ferdinand Sommer	7/7	3/3	5/5

The Mediation Committee and the Nomination Committee did not convene during the period under review.

The members of the Management Board attended Supervisory Board and committee meetings; however, the Supervisory Board also regularly met for talks without the attendance of the Management Board. In the 2021 financial year, all meetings of the Supervisory Board were held as virtual meetings due to the ongoing extraordinary situation brought on by the corona pandemic.

## **MEETINGS OF THE SUPERVISORY BOARD IN THE 2021 FINANCIAL YEAR**

At the meeting on 19 March 2021, the budget for the financial year ending on 31 December 2021 was approved. Moreover, the criteria for the short-term variable remuneration (STIP) of the Management Board for the 2021 financial year were finalised on the basis of the 2021 budget, and in accordance with the remuneration system, and a resolution was passed on payment of the STIP for 2020.

At the meeting on 26 March 2021, the Supervisory Board discussed the individual financial statements and the consolidated financial statements for 2020, each of which had received an unqualified audit opinion from the auditor, as well as the proposal by the Management Board for the appropriation of profits. Furthermore, the Supervisory Board discussed the non-financial reporting in detail.

At the meeting on 30 April 2021, the Supervisory Board addressed the earnings performance and reporting for the first quarter of 2021, the specification of the non-financial STIP performance criteria for the 2021 financial year and the remuneration system for the members of the Management Board, and passed the corresponding resolutions. Another focus of the meeting was on the preparation of the 2021 shareholders' meeting of Knaus Tabbert AG.

At the meeting on 25 August 2021, the Supervisory Board examined and approved the investment programme 2025 on the basis of extensive documentation, and discussed existing opportunities and risks in this context.

At the meeting on 18 October 2021, the Supervisory Board addressed the implementation of a sustainability strategy and the corresponding reporting system in consultation with an external expert. Other items on the agenda included the report on the third quarter and current challenges in the supply chain.

At the meeting on 22 November 2021, the Supervisory Board discussed the new syndicated loan agreement and the acquisition of the WVD Süd Group. The Supervisory Board approved both the syndicated loan and the acquisition of the WVD Süd Group.

At the meeting on 21 December 2021, the Management Board reported to the Supervisory Board on the current situation regarding COVID-19 and on the quarterly financial statements as of 30 September 2020. In addition, the Supervisory Board dealt with capital market compliance issues. At this meeting, the Supervisory Board also adopted a resolution on the STIP of the Management Board for the 2022 financial year and on the annual Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act. The results of the efficiency review conducted by the Supervisory Board were also discussed. Furthermore, the budget for the financial year ending on 31 December 2022 was approved.

## **WORK OF THE COMMITTEES**

The Supervisory Board has established four standing committees for the due performance of its duties.

### **PRESIDING COMMITTEE OF THE SUPERVISORY BOARD**

The Presiding Committee consists of four members. It prepares the meetings of the Supervisory Board and advises the Management Board on fundamental questions relating to the strategic development of the company. In urgent cases – if a resolution of the Supervisory Board required previously cannot be deferred without significant disadvantages for the company – the Presiding Committee may pass a resolution in lieu of the plenary Supervisory Board in the case of certain transactions requiring approval. Furthermore, the Presiding Committee prepares, in particular, personnel decisions of

the Supervisory Board, is responsible for the conclusion, amendment and termination of employment contracts with the members of the Management Board, and submits proposals to the Supervisory Board for resolutions on the remuneration system for the Management Board and for the regular review of the remuneration system.

The Presiding Committee convened three times in the 2021 financial year.

At the committee meetings on 15 January, 16 March and 16 December 2021, the Presiding Committee discussed the STIP for the Management Board and the budget planning for 2022.

Members of the Presiding Committee

- Dr. Esther Hackl (Chairwoman)
- Anton Autengruber (Deputy Chairman)
- Willem Paulus de Pundert
- Ferdinand Sommer

## AUDIT COMMITTEE

The Audit Committee consists of six members. As required by the German Stock Corporation Act and Corporate Governance Code, the Chairwoman, in her capacity as an independent financial expert, boasts specialist knowledge and experience in the application of accounting principles and international control procedures. The Audit Committee is responsible, in particular, for monitoring accounting including the financial reporting process, the effectiveness of the internal control system, internal risk management and the internal audit system, compliance and the audit of the financial statements. The latter also includes defining the focal points of the audit and reaching an agreement on the auditor's remuneration. Furthermore, the Audit Committee prepares the resolutions of the Supervisory Board on the adoption of the annual financial statements and the approval of the consolidated financial statements, and regularly addresses the risk position and risk management of the company. Moreover, it regularly reviews the internal audit work and regularly assesses the risk position and risk management of the company. The Audit Committee also prepares the proposal for the election of the auditor to be submitted by the Supervisory Board to the shareholders' meeting.

The Audit Committee convened five times in the 2021 financial year.

At the meeting on 9 March 2021, the Audit Committee thoroughly examined the non-financial reporting for the 2021 financial year.

At the meeting on 23 March 2021, the Audit Committee discussed the annual financial statements and consolidated financial statements as of 31 December 2020 and the non-financial report, and prepared a draft resolution for the Supervisory Board.

At the meeting on 10 May 2021, the Audit Committee assessed the report on the first quarter of 2021 and the corporate governance systems, in particular the internal control, compliance and risk management systems.

At the meetings on 10 August and 9 November 2021, the Audit Committee dealt with the reports on the second and third quarters of 2021, and with the status of the implementation of the corporate governance systems. Another focus of the meeting on 10 August 2021 was the issue of IT security at Knaus Tabbert AG and the Group as well as the current legal framework for listed companies.

Members of the Audit Committee

- Jana Donath (Chairwoman)
- Dr. Esther Hackl (Deputy Chairwoman)
- Anton Autengruber
- Klaas Meertens
- Willem Paulus de Pundert
- Ferdinand Sommer

## **NOMINATION COMMITTEE**

The Nomination Committee consists of three shareholder representatives of the Supervisory Board. The Chairwoman of the Supervisory Board is also the Chairwoman of the Nomination Committee. The role of the Nomination Committee is to propose to the Supervisory Board suitable candidates for election to the Supervisory Board at the shareholders' meeting, taking into account the objectives of the Supervisory Board with regard to its composition.

The Nomination Committee did not convene in the 2021 financial year.

Members of the Nomination Committee:

- Dr. Esther Hackl (Chairwoman)
- Klaas Meertens
- Willem Paulus de Pundert

## **MEDIATION COMMITTEE**

The Mediation Committee, which is prescribed by law, consists of the Chairwoman of the Supervisory Board, the Deputy Chairman, one member elected by the employee representatives of the Supervisory Board, and one member elected by the shareholder representatives of the Supervisory Board. The role of the Mediation Committee is to submit proposals to the Supervisory Board for the appointment of Management Board members if no agreement on this can be reached with the requisite majority by the Supervisory Board.

The Mediation Committee did not convene in the 2021 financial year.

Members of the Mediation Committee:

- Dr. Esther Hackl (Chairwoman)
- Anton Autengruber (Deputy Chairman)
- Willem Paulus de Pundert
- Robert Scherer

## **ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS 2021 AUDITED AND APPROVED**

The Management Board prepared the annual financial statements for the 2021 financial year in accordance with the provisions of the German Commercial Code (HGB), the consolidated financial statements pursuant to the provisions of IFRS, as well as a combined management report for Knaus Tabbert AG and the Group. These were audited by the auditing company KPMG AG, Nuremberg, and were each issued with an unqualified audit opinion.

All of these documents, including the proposal of the Management Board for the appropriation of profits, were the subject of the meeting of the Supervisory Board on [26 March 2022], which was also attended by representatives of the

auditor, who reported on the main areas of focus and the key findings of the audit, addressing the most important audit issues. The members of the Management Board did not attend the meeting in accordance with Section 109 para. 1 (3) of the German Stock Corporation Act.

The representatives of the auditor were available for in-depth discussions with the members of the Supervisory Board. There were no circumstances suggesting bias on the part of the auditor. The Audit Committee, to which the documents of the Management Board and the audit reports of the auditor were submitted for preliminary examination, reported to the Supervisory Board on the main contents and results of its preliminary examination, and made recommendations for the resolutions of the Supervisory Board.

The Supervisory Board reviewed the annual and consolidated financial statements for the 2021 financial year, the combined management report for Knaus Tabbert AG and the Group, and the proposal of the Management Board for the allocation of distributable profit, taking into account the report of the Audit Committee. The Supervisory Board endorsed the results of the auditor's review. On the basis of its own assessment, the Supervisory Board determined that no objections were to be raised against the annual and consolidated financial statements or the combined management report for Knaus Tabbert AG and the Group. In accordance with the recommendation of the Audit Committee, the Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Management Board. The financial statements were thus adopted. Moreover, the Supervisory Board reviewed the separate non-financial report and, based on the results of its assessment, had no objections to raise in this regard either. The Audit Committee, to which the separate non-financial report was submitted for preliminary examination, reported to the Supervisory Board on the main contents and results of its preliminary examination, and made recommendations for the resolution of the Supervisory Board. The Supervisory Board endorsed the recommendations of the Audit Committee and approved the separate non-financial report. The proposal of the Management Board for the allocation of the distributable profit and the payment of a dividend of EUR 1.50 per share was carried by the Supervisory Board.

## CORPORATE GOVERNANCE AND DECLARATION OF COMPLIANCE

The Supervisory Board studied the rules and regulations of the GCGC in depth. To monitor compliance with the GCGC, the implementation of the recommendations was reviewed. The Supervisory Board and the Management Board jointly issued the annual Declaration of Compliance in December 2021. No deviations from the recommendations of the GCGC were declared.

The Declaration of Compliance and other documents on corporate governance are permanently available to shareholders on the internet at <https://www.knaustabbert.de/en/investor-relations/corporate-governance/>.

## CONFLICTS OF INTEREST

Each member of the Supervisory Board is obliged to disclose potential conflicts of interest in compliance with the GCGC. In the past financial year, no conflicts of interest of members of the Management Board or Supervisory Board requiring immediate disclosure to the Supervisory Board occurred.

Jandelsbrunn, 25 March 2022



Dr. Esther Hackl (Chairwoman of the Supervisory Board)