Attestation Certificate

Financial Statements as at 30 June 2026, Management Report and Independent Auditor's Report for the Financial Year from 1 July 2025 to 30 June 2026

Hertha BSC GmbH & Co.
Kommanditgesellschaft auf Aktien (KGaA)
Berlin

Free translation of excerpts of the Original German Financial Statements

Forvis Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

149038-002

TABLE OF CONTENTS

Independent auditor's report

1. Balance Sheet as at 30 June 2026

2. Income Statement for the Financial Year
from 1 July 2025 to 30 June 2026 [German GAAP (HGB)]

3. Notes to the Financial Statements for the Financial Year
from 1 July 2025 to 30 June 2026

4. Management Report for the Financial Year
from 1 July 2025 to 30 June 2026

General Engagement Terms

Independent auditor's report

To Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA), Berlin

REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT

Opinions

We have audited the annual financial statements of Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA), Berlin – comprising the balance sheet as of 30 June 2026 and the income statement for the fiscal year from 1 July 2025 to 30 June 2026 as well as the notes including a summary of significant accounting and valuation policies. In addition, we have audited the management report of Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA) for the fiscal year from 1 July 2025 to 30 June 2026.

In our opinion, based on the knowledge obtained in the audit,

- the accompanying annual financial statements comply in all material respects with the requirements of German commercial law applicable to stock corporations and with the relevant accounting requirements of the statutes of DFL Deutsche Fußball Liga e.V. (DFL e.V.), and give in compliance with German legally required accounting principles a true and fair view of the assets, liabilities and financial position of the Company as at 30 June 2026 and of its results of operations for the fiscal year from 1 July 2025 to 30 June 2026 and

- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with the German legal requirements and appropriately presents the opportunities and risks of future development.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and the management report.

Basis for our opinions

We conducted our audit of the annual financial statements and the management report in accordance with Section 317 HGB and the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described in the "Responsibilities of the auditor for the audit of the annual financial statements and the management report" section of our auditor's report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the annual financial statements and on the management report.

Responsibilities of the legal representatives and the supervisory board for the annual financial statements and the management report

The legal representatives are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and results of operations of the Company in compliance with German legally required accounting principles. In addition, the legal representatives are responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement due to fraudulent acts (i.e. manipulation of accounting, damage to assets) or errors.

In preparing the annual financial statements, the legal representatives are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for using the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the legal representatives are responsible for the preparation of the management report that, as a whole, provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. In addition, the legal representatives are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

Responsibilities of the auditor for the audit of the annual financial statements and the management report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraudulent acts or errors, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with Section 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraudulent acts or errors and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and the management report due to fraudulent acts or errors, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraudulent acts is higher than the risk of not detecting a material misstatement resulting from errors, as fraudulent acts may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

- Obtain an understanding of the internal controls relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls respectively of these arrangements and measures.

- Evaluate the appropriateness of accounting policies used by the legal representatives and the reasonableness of estimates made by the legal representatives and related disclosures.

- Conclude on the appropriateness of the legal representatives' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in such a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and results of operations of the Company in compliance with German legally required accounting principles.

- Evaluate the consistency of the management report with the annual financial statements, its conformity with law and the view of the Company's position it provides.

- Perform audit procedures on the prospective information presented by the legal representatives in the management report. On the basis of sufficient appropriate audit evidence, we evaluate, in particular, the significant assumptions used by the legal representatives as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit."

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the assessment pursuant to Section 317 (3b) HGB in conjunction with the obligation to disclose an income tax information report

Responsibilities of legal representatives in conjunction with the obligation to disclose an income tax information report

The Company's legal representatives are responsible for determining whether, for the fiscal year preceding the fiscal year for which the annual financial statements to be audited are drawn up, they were obliged to disclose an income tax information report in accordance with Section 342m (1) or (2) HGB and, if so, whether they have fulfilled the disclosure obligation stipulated therein.

Responsibilities of the auditor in conjunction with the obligation to disclose an income tax information report

We are responsible for assessing whether the Company was obliged to disclose an income tax information report for the aforementioned fiscal year in accordance with Section 342m (1) or (2) HGB (Section 317 (3b)(1) HGB) and, if so, whether it has fulfilled its obligation to disclose the information specified therein (Section 317 (3b)(2) HGB), and to report on the outcome in a separate section of the auditor's report.

We have conducted our assessment in accordance with Section 317 (3b) HGB and taking into consideration the draft of an IDW auditing standard: assessment in conjunction with the obligation to disclose an income tax information report (IDW EPS 440 (06.2026)). For the purposes of our assessment, we performed the relevant audit procedures stipulated in this standard. In accordance with Section 317 (3b) HGB, we do not express an audit opinion, either with sufficient or limited assurance, in conjunction with the disclosure obligation.

Conclusion of the assessment in conjunction with the obligation to disclose an income tax information report

“Based on the audit procedures we have performed, we declare that the Company was not required to disclose an income tax information report in accordance with Section 342m (1) or (2) HGB for the fiscal year from 1 July 2025 to 30 June 2026.”

Berlin, 30 October 2026

Forvis Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft [German public audit firm]
Steuerberatungsgesellschaft [German tax consulting firm]

In the original German version signed by

Udo Heckeler	Marko Pape
Auditor	Auditor

Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA), Berlin

B A L A N C E S H E E T as at 30 June 2026

A S S E T S	€	€	€	Prior year in thousand €
A. Fixed assets				
I. Intangible assets				
1. Concessions purchased, industrial property rights and similar rights and assets and licences to such rights and assets	17,549.50			109
2. Player registrations	992,367.39			2,316
		1,009,916.89		(2,425)
II. Property, plant and equipment				
1. Buildings on third-party land	2,339,329.00			2,907
2. Operating and office equipment	962,747.55			1,096
3. Payments on account and assets under construction	284,124.31			13
		3,586,200.86		(4,016)
III. Financial assets				
1. Shares in affiliated companies	1.00			0
2. Cooperative shares	27,250.00			27
		27,251.00		(27)
			4,623,368.75	(6,468)
B. Current assets				
I. Inventories				
Goods		4,588,597.08		1,414
II. Receivables and other assets				
1. Trade receivables	2,339,147.01			3,343
2. Receivables from player transfers	13,776,665.54			8,781
3. Receivables from affiliated companies	64,915.49			127
4. Receivables from companies in which investments are held	1,885,999.51			2,155
5. Other assets	5,581,633.39			1,738
		23,648,360.94		(16,144)
III. Cash on hand, bank balances and checks		5,633,606.35		12,921
			33,870,564.37	(30,479)
C. Prepaid expenses and deferred income			2,175,750.45	2,385
D. Deficit not covered by equity			37,241,932.03	38,394
			77,911,615.60	77,726

L I A B I L I T I E S	€	€	Prior year in thousand €
A. Equity			
I. Share capital	12,275,563.00		12,276
II. Capital reserve	444,716,971.71		444,717
III. Loss carried forward	-495,386,251.88		-479,830
IV. Net income for the year	1,151,785.14		-15,557
V. Deficit not covered by equity	37,241,932.03		38,394
		0.00	(0)
B. Provisions			
1. Tax provisions	289,558.12		0
2. Other provisions	10,958,593.50		13,269
		11,248,151.62	(13,269)
C. Liabilities			
1. Bonds	18,801,000.00		40,000
2. Liabilities to banks	12,127,028.95		27
3. Trade payables and services	7,072,220.78		3,977
4. Liabilities for player transfers	584,185.84		550
5. Other liabilities	15,469,411.52		6,587
		54,053,847.09	(51,141)
D. Prepaid expenses and deferred income		12,609,616.89	13,316
		77,911,615.60	77,726

Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA), Berlin

I N C O M E S T A T E M E N T

for the financial year from 1 July 2025 to 30 June 2026 (HGB)

		€	€	Prior year in thousand €
1.	Sales revenue		89,947,243.37	90,742
2.	Other operating income		16,277,152.34	3,756
			106,224,395.71	94,498
3.	Cost of materials			
	Cost of merchandise purchased		-4,570,083.93	-6,408
4.	Personnel expenses			
	a) Wages and salaries	-40,920,948.47		-42,082
	b) Social security contributions and expenses for pensions and other benefits	-5,840,782.42		-4,605
			-46,761,730.89	-46,687
5.	Depreciation and amortisation intangible assets and property, plant and equipment		-2,590,145.35	-4,096
6.	Other operating expenses		-47,267,019.11	-47,906
7.	Other interest and similar income - thereof from affiliated companies: € 98,453.05 (prior year: € 79 thousand)		425,746.55	501
8.	Amortisation of financial assets and securities classified as current assets		0.00	-186
9.	Expenses from loss absorption		-61,680.58	-265
10.	Interest and similar expenses		-3,946,111.83	-5,003
11.	Taxes on income		-297,960.00	0
12.	Earnings after taxes		1,155,410.57	-15,552
13.	Other taxes		-3,625.43	-5
14.	Net income for the year		1,151,785.14	-15,557
15.	Loss carried forward		-495,386,251.88	-479,830
16.	Accumulated loss		-494,234,466.74	-495,387

Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA)
Hanns-Braun-Strasse, Friesenhaus 2, 14053 Berlin
District Court of Berlin-Charlottenburg, HRB 84666

Notes to the Annual Financial Statements for the Financial Year from 1 July 2025 to 30 June 2026

Contents of the Notes to the Annual Financial Statements — Page

I. General notes 2
II. Accounting and valuation principles 2
III. Notes on individual items in the annual financial statements for the period from 1 July 2025 to 30 June 2026 4
IV. Other disclosures 9

Appendix to the Notes to the Annual Financial Statements:

Development of fixed assets as at 30 June 2026 (fixed asset schedule)

I. General notes

The annual financial statements as at 30 June 2026 were prepared in accordance with the rules and regulations of the Third Book of the German Commercial Code [Handelsgesetzbuch (HGB)] for large corporations in conjunction with the Fifth Section of the First Book of the Stock Corporation Act [Aktiengesetz (AktG)].

The prior year figures are indicated for the purpose of comparison.

For the purpose of clarity, the explanatory notes concerning the balance sheet and the income statement items, as well as the explanations that may be presented in either the balance sheet, the income statement or the notes, have all been presented in the notes to the annual financial statements.

In accordance with Section 265 (5) HGB, classification items specific to the Company (player registrations as intangible fixed assets, receivables from transfers and liabilities for transfers or trade receivables and trade payables) have been disclosed on the balance sheet and in the fixed asset schedule.

The income statement was prepared using the total cost method.

II. Accounting and valuation principles

The annual financial statements as at 30 June 2026 were prepared under the assumption of the Company continuing as a going concern.

The accounting and valuation methods applied in previous years were retained.

The significant accounting policies and measurement methods applied in the financial year are presented in the following:

Intangible assets purchased are capitalised at their acquisition costs less scheduled amortisation. They are amortised over their expected useful lives by applying the straight-line amortisation method. Player registrations are amortised over each player's contractual term. Impairment losses are recognised for player registrations that are expected to be permanently impaired.

Tangible assets are measured at acquisition or production costs – to the extent they are subject to wear and tear – by using the straight-line depreciation method based on the expected useful lives of the assets.

Depreciation of additions to tangible assets is generally performed pro rata temporis.

Impairment losses are recognised for player registrations that are expected to be permanently impaired.

Shares in affiliated companies and financial assets are recognised at the lower of acquisition cost or fair value.

Inventories are recognised at the lower of acquisition cost or market value. All identified risks in inventory assets resulting from slow moving items, impaired usability or obsolescence or for other reasons are considered by making appropriate write-downs.

Receivables and other assets are recognised at their nominal values. Specific risks identified are subject to impairment. General credit and interest risks are considered by setting up a bad debt allowance for receivables not individually impaired.

Liquid assets are recognised at their nominal values.

Prepaid expenses and deferred income are set up for accruing payment transactions or for allocating expenses/income to the respective reporting period.

Provisions are recognised at the settlement amounts required by using prudent judgement in order to recognise all identified risks and contingent liabilities.

Liabilities are recognised at their settlement amounts.

Foreign currencies are translated throughout the year at their average exchange rates. Current receivables and liabilities are valued at the spot exchange rate prevailing at the balance sheet date.

The resulting deferred taxes are only recognised for differences between the carrying amounts in the commercial balance sheet and the tax base that are expected to be reduced in later financial years if these taxes cannot be offset against deferred tax assets from valuation differences or loss carryforwards. Deferred taxes are calculated as in the prior year on the basis of a tax rate of 14.35% for trade tax and a combined tax rate of 15.825% for corporate income tax (including solidarity tax).

Tax loss carryforwards are deducted during the valuation of deferred tax liabilities from the valuation difference in financial assets.

III. Notes on individual items in the annual financial statements for the period from 1 July 2025 to 30 June 2026

Balance sheet

Explanatory notes in the following are only given for significant items.

1. Fixed assets

The development of fixed assets is presented in the appended fixed asset schedule; see the Appendix to the Notes to the annual financial statements.

2. Shares in affiliated companies

Shares in affiliated companies break down as follows:

Companies	Share-holdings	Nominal capital	Equity	Result for the last financial year
	%	in thousand €	in thousand €	in thousand €
Hertha BSC Stadion GmbH, Berlin	100	25	-23	0

On 13 December 2017, a profit transfer agreement was concluded with Hertha BSC Stadion GmbH.

The book value of the shares in Hertha BSC Stadion GmbH was fully impaired.

3. Receivables and other assets

Of the trade and transfer receivables totalling € 16.116 million, an amount of € 8.319 million was recorded as an inflow of funds since 1 July 2026.

Receivables and other assets contain receivables from transfers with a residual term of over one year in the amount of € 1.669 million (prior year: € 16 thousand).

4. Cash on hand and bank balances

Of the cash and cash equivalents at banks totalling € 5.634 million, € 4.483 million are subject to restrictions on availability due to their earmarked use for rental security deposits (€ 78 thousand) and short-term debt collateral (€ 4.405 million). The restriction relating to the short-term debt collateral ceased to apply following payment after the reporting date.

5. Prepaid expenses

Prepaid expenses are shown in the following:

	in thousand €
- Prepaid player agent contracts	1,063
- Prepaid player salaries	565
- Prepaid insurance premiums	141
- Other	407
Total	2,176

6. Equity

On 10 March 2023 Hertha BSC GmbH & Co. KGaA concluded an Investment and Shareholders' Agreement with 777 SDL B.V. and resolved to increase the Company's share capital from the current amount of € 7,365,338.00 by € 4,910,225.00 to € 12,275,563.00 in exchange for cash contributions by issuing 4,910,225 new no-par value registered shares.

As part of this capital increase, the transferees undertook to directly make a further additional payment on an in personam basis in the amount of € 70.09 million that was transferred on 13 March 2023 to the capital reserve (Section 272 (2) No. 4 HGB). In addition, to offset negative Group equity, further obligations to pay € 4.87 million into other capital reserves were undertaken as of 31 December 2023.

In financial year before last, this receivable from the shareholder, recognised in the current assets (including the interest accrued) in the amount of € 4.903 million, was fully adjusted for reasons of commercial prudence.

The general partner, Hertha BSC Verwaltung GmbH, Berlin, did not benefit from the assets and earnings of the Company.

	€
Share capital	12,275,563.00
Capital reserve	444,716,971.71
Loss carried forward	-495,386,251.88
Net income for the year	1,151,785.14
Deficit not covered by equity	37,241,932.03
Equity	**0.00**

7. Provisions

Provisions were set up for the following items:

	in thousand €
Tax provisions	290
Outstanding bills	5,654
Outstanding salaries/severance payments	2,490
Miscellaneous	2,814
Total	11,248

8. Liabilities

Liabilities are listed according to creditors and due dates (residual terms) in the following schedule of liabilities; prior year figures are presented in parentheses.

		Residual terms		
	Total	up to 1 year	1 to 5 years	more than 5 years
	in thousand €	in thousand €	in thousand €	in thousand €
Bonds	18,801 (40,000)	0 (20,000)	18,801 (20,000)	0 (0)
Liabilities to banks	12,127 (27)	12,127 (27)	0 (0)	0 (0)
Trade payables	7,072 (3,977)	7,072 (3,877)	0 (100)	0 (0)
Liabilities for player transfers	584 (550)	584 (550)	0 (0)	0 (0)
Other liabilities	15,470 (6,587)	5,470 (6,587)	2,000 (0)	8,000 (0)
Total	54,054 (51,141)	25,253 (31,041)	20,801 (20,100)	8,000 (0)

The bond was originally issued with a nominal volume of € 40 million.

Following the extension of the bond and the proportionate repurchase of bonds, the outstanding remaining amount is € 18.801 million.

Liabilities to banks and other liabilities are secured by assignments of claims from the central marketing of media rights and by the pledging of a bank balance.

Other liabilities comprise, inter alia, tax liabilities of € 2.815 million (prior year: € 3.66 million) and liabilities from personnel expenses of € 1.012 million (prior year: € 978 thousand).

9. Deferred income

This item mainly relates to payments received from the signing fee of Aramark Restaurations GmbH regarding the extension of the management contract, payments received from the signing fee of our marketing partner Sportfive Germany GmbH in conjunction with modifying and extending the joint cooperation agreement and season tickets sold.

10. Other financial obligations

The breakdown of other financial obligations for rental contracts and leases is as follows:

Description	Due <1 year	Due 1-5 years	Due >5 years	Total
	in thousand €	in thousand €	in thousand €	in thousand €
Rental contracts (estimated)	6,252	12,159	0	18,411
Leasing agreements	465	0	0	465
	6,717	12,159	0	18,876

The terms and conditions of some of the existing contracts include variable payments so that the figures for the rental contracts are based on estimated amounts for the 2025/2026 financial year.

Income statement

The income statement was prepared using the total cost method.

1. Sales revenue

	2025/2026		2024/2025	
	in thousand €	%	in thousand €	%
Match revenue/ticketing	17,519	19.5%	17,626	19.4%
Television revenue	20,985	23.3%	28,372	31.3%
Advertising	17,062	19.0%	14,245	15.7%
Retail	8,195	9.1%	10,898	12.0%
Transfer revenue	23,776	26.4%	18,354	20.2%
Miscellaneous	2,410	2.7%	1,247	1.4%
Total	89,947	100%	90,742	100%

2. Other operating income

The other operating income amounted to € 16.277 million (prior year: € 3.756 million). It is increased by proceeds from a sale (€ 5.0 million), income from other periods arising from subsequent collections relating to previous financial years (€ 4.8 million), together with income from the release of provisions formed in previous years (€ 4.0 million).

3. Depreciation and amortisation

Depreciation and amortisation are shown in the fixed asset schedule in the Appendix to the Notes to the annual financial statements.

4. Other operating expenses

	2025/2026		2024/2025	
	in thousand €	%	in thousand €	%
Match operating expenses	22,566	47.7%	21,110	44.1%
TV/advertising	5,883	12.5%	5,039	10.5%
Transfers	10,732	22.7%	14,241	29.7%
Retail	1,141	2.4%	1,127	2.4%
Administration	5,423	11.5%	5,025	10.5%
Amateur and youth football	1,522	3.2%	1,364	2.8%
Total	47,267	100%	47,906	100%

5. Other interest and similar income

This item includes income of € 66 thousand (prior year: € 131 thousand) from unwinding the discount on long-term, formally non-interest-bearing receivables.

6. Interest and similar expenses

This item includes expenses of € 25 thousand (prior year: € 52 thousand) from unwinding the discount on long-term, formally non-interest-bearing liabilities.

7. Taxes on income

This item relates to income tax expenses for the past financial year.

IV. Other disclosures

1. Executive bodies

In the reporting period, the following persons were members of the Supervisory Board of Hertha BSC GmbH & Co. KGaA:

- Mr Marius Freiherr Marschall von Bieberstein, entrepreneur, Managing Director and shareholder of evoreal Holding GmbH & Co. KG, Berlin (Chairman of the Supervisory Board)
- David Ellis Shaw, entrepreneur (Stamford, Connecticut, USA) (Deputy Chairman of the Supervisory Board)
- Mr Frank Kohler, Chairman of the Board of Sparda-Bank Berlin e.G., Berlin
- Andy Anson OBE, entrepreneur (Wilmslow, Cheshire, UK)
- Maik Schmidl, CEO of FORTIS Real Estate Investment AG, Berlin

None of the Supervisory Board members received any remuneration for their services in the reporting year.

Hertha BSC GmbH & Co. KGaA is managed by the general partner, Hertha BSC Verwaltung GmbH, Berlin (share capital: € 25,000.00).

The managing directors of Hertha BSC Verwaltung GmbH are:

- Dr. Peter Görlich (since 1 September 2025)
- Mr Ralf Huschen

No managing director remuneration disclosures were made in accordance with Section 286 (4) HGB.

2. Employees (headcount)

The breakdown of the number of employees (without the managing directors) was as follows:

	2025/2026	2024/2025
Licensed football players	40	33
Functional team of the licensed football players	24	31
Administrative staff	105	103
Temporary employees	63	50
Amateur department and 1st U19 team	106	109
Total	338	326

In addition, temporary trainees and trainees (13 in total; prior year: 15) and a substantial number of short-term staff (stewards and cashiers) is employed.

3. Related parties

The club Hertha, Berliner Sport-Club (Hertha B.S.C.) e.V. holds, as of 30 June 2026, 21.2% of the shares in Hertha BSC GmbH & Co. KGaA and 100% of the shares in Hertha BSC Verwaltung GmbH.

4. Auditor fees

Included in other operating expenses are the following fees for the services of the auditor, Forvis Mazars GmbH & Co. KG:

	in thousand €
Financial statement audit	195
Tax advisory services	108
Total	303

5. Proposal for the appropriation of earnings

The Management Board proposes to carry forward the annual net income of Hertha BSC GmbH & Co. KGaA to new account.

6. Subsequent events

During the transfer window from July to September 2026, Hertha BSC GmbH & Co. KGaA received a total of € 18.3 million from player transfers.

Berlin, 23 October 2026

Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA),
represented by the General Partner of
Hertha BSC Verwaltung GmbH

Dr. Peter Görlich
- Managing Director -

Ralf Huschen
- Managing Director -

Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA), Berlin

Development of the fixed assets as at 30 June 2026

(Fixed Asset Schedule)

	Aquisition and production costs				Accumulated depreciation and amortisation				Carrying amounts	
	1.7.2025	Additions	Disposals	30.6.2026	1.7.2025	Additions	Disposals	30.6.2026	30.6.2026	30.6.2025
	€	€	€	€	€	€	€	€	€	€
I. Intangible assets										
1. Concessions purchased, industrial property rights and similar rights and assets and licences to such rights and assets	3,025,150.06	0.00	-8,032.50	3,017,117.56	2,915,884.06	83,684.00	0.00	2,999,568.06	17,549.50	109,266.00
2. Player registrations	11,215,171.22	934,802.53	-5,495,629.34	6,654,344.41	8,899,442.38	1,578,678.22	-4,816,143.58	5,661,977.02	992,367.39	2,315,728.84
	14,240,321.28	934,802.53	-5,503,661.84	9,671,461.97	11,815,326.44	1,662,362.22	-4,816,143.58	8,661,545.08	1,009,916.89	2,424,994.84
II. Property, plant and equipment										
1. Buildings on third-party land	8,579,694.84			8,579,694.84	5,672,521.84	567,844.00	0.00	6,240,365.84	2,339,329.00	2,907,173.00
2. Operating and office equipment	4,876,436.52	227,517.96	-124,867.19	4,979,087.29	3,781,024.25	359,939.13	-124,623.64	4,016,339.74	962,747.55	1,095,412.27
3. Payments on account and assets under construction	13,067.14	271,057.17		284,124.31	0.00		0.00	0.00	284,124.31	13,067.14
	13,469,198.50	498,575.13	-124,867.19	13,842,906.44	9,453,546.09	927,783.13	-124,623.64	10,256,705.58	3,586,200.86	4,015,652.41
III. Financial assets										
1. Shares in affiliated companies	186,178.79	0.00	0.00	186,178.79	186,177.79	0.00	0.00	186,177.79	1.00	1.00
2. Cooperative shares	27,250.00	0.00	0.00	27,250.00	0.00	0.00	0.00	0.00	27,250.00	27,250.00
	213,428.79	0.00	0.00	213,428.79	186,177.79	0.00	0.00	186,177.79	27,251.00	27,251.00
	27,922,948.57	1,433,377.66	-5,628,529.03	23,727,797.20	21,455,050.32	2,590,145.35	-4,940,767.22	19,104,428.45	4,623,368.75	6,467,898.25

Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA)
Management report for the financial year
from 1 July 2025 to 30 June 2026

Contents of the management report

A) Business and framework conditions
B) Presentation of the economic development
C) Opportunities and risks of future development
D) Changes in the squad for the new season
E) Outlook
F) Closing declaration pursuant to Section 312 (3) AktG

A) Business and framework conditions

1. Development of licensed football

In the 35th edition of its "Annual Review of Football Finance", Deloitte presents the key financial figures for international professional football in the 2024/2025 financial year.

"The current study shows that European football was able to achieve new record turnovers thanks to the expansion of the UEFA and FIFA competitions. Compared to the previous season 2023/24, the turnover generated by European associations and leagues increased by 6% to € 40.2 billion (excluding transfer activities), thus exceeding the € 40 billion mark for the first time."

The key findings read as follows:

"The growth in turnover is attributable to, amongst other factors, the expansion of the UEFA and FIFA competitions and the associated positive impacts on all three revenue streams." Revenue in the 'Big Five' European leagues – the Premier League, Bundesliga, LaLiga, Serie A and Ligue 1 – rose by 6% over the previous season to € 21.6 billion (excluding transfer activities).

The 96 clubs in the top five European leagues generated total commercial revenues of € 8.6 billion in the 2024/25 season, an increase of € 0.5 billion (+6%) over the previous year. Whilst clubs in the Premier League, LaLiga and the Bundesliga in particular recorded increases of more than € 0.2 billion, this growth was attenuated by a decline in commercial revenue in Ligue 1 of around € 0.4 billion.

In the 2024/25 season, Bundesliga clubs generated a turnover of € 4.3 billion, exceeding € 4 billion (excluding transfer activities) for the very first time and thus setting a new record. Compared with the previous season, this represents an increase of 12%, or € 0.5 billion, which is attributable in particular to higher commercial revenues, the increase in media revenue from the UEFA and FIFA competitions, as well as the growth in match day revenues. With an average of 38,082 spectators per match, the Bundesliga once again recorded the highest attendance figures of all Europe's top leagues. At the same time, the clubs' financial efficiency improved. Despite an increase in personnel costs, the average ratio of personnel costs to total sales revenue fell from 58 to 54%, remaining at the lowest level amongst the leading European leagues. Consequently, the Bundesliga clubs generated an operating profit of € 0.4 billion – the

highest in their history – and posted an aggregate pre-tax profit for the third year running."

2. Overview of business development in 2025/2026

Financial performance indicators

As in the prior year, the following financial performance indicators in particular are used for internal management purposes:

• Total income (sum of sales revenue and other operating income)
• Net income/ loss for the year

For the 2025/2026 season, Hertha BSC GmbH & Co. KGaA reported a profit of € 4.97 million (prior year loss: € 11.055 million) before interest and tax and realised operating income (sales revenue and other operating income) amounting to € 106.224 million (prior year: € 94.499 million).

The result was positively influenced by transfer fees received from the sales of players (€ 23.776 million). The corresponding income in the previous year totalled € 18.354 million.

This was offset by the disposal of residual book values associated with player departures amounting to € -383 thousand (prior year: € -6.536 million).

Total income for the past financial year amounted to € 106.2 million and, mainly due to the positive variance from budget in other operating income, exceeded the forecast of € 97.7 million for that financial year by € 8.5 million.

Dr. Peter Görlich was appointed Managing Director with effect from 1 September 2025.

On 23 October 2025, a buy-back offer was made to the subscribers of the € 40 million, non-subordinated and unsecured 2018/2025 bond with the ISIN SE0011337054. This offer was taken up by a significant proportion of the bondholders. Further details about this can be found in Section B2.

The uncommitted television and advertising rights continued to be marketed by SPORTFIVE Germany GmbH.

From the 2025/26 season, British sporting goods manufacturer Castore became the new equipment supplier for the Hertha BSC teams.

More detailed disclosures on the results of operation are shown in Section B1.

3. Overview of the development of the sport in the financial year 2025/2026

For the 2025/2026 season, Hertha BSC GmbH & Co. KGaA signed the following licensed players:

Sebastian Grönning (free transfer)	FC Ingolstadt
Konstantin Heide	Spvgg. Unterhaching
Leon Jensen (free transfer)	Karlsruher SC
Niklas Kolbe	SSV Ulm 1846
Dawid Kownacki (loan)	SV Werder Bremen
Maurice Krattenmacher (loan)	FC Bayern München
Paul Seguin	FC Schalke 04
Josip Brekalo (free transfer)	Real Oviedo

After being loaned out, the following players returned at the start of the season as agreed:

Julian Eitschberger	RW Essen
Tim Hoffmann	Erzgebirge Aue
Bradley Ibrahim	Crawley Town
Robert Kwasigroch	1. FC Kaiserslautern
Kelian Nsona	FC Emmen
Agustin Rogel	Internacional

In turn, the following players were transferred:

Palkó Dárdai	Puskás AFC
Bradley Ibrahim	Plymouth Argyle
Robert Kwasigroch	Al-Markhiya SC
Ibrahim Maza	Bayer 04 Leverkusen
Kelian Nsona	Casa Pia AC
Derry Scherhant	SC Freiburg

The following players have been loaned out for the 2025/2026 season:

Gustav Christensen	FC Ingolstadt
Lukas Michelbrink	FC Energie Cottbus

The contracts with the players Andreas Bouchalakis, Jonjoe Kenny, Florian Niederlechner und Smail Prevljak expired at the end of the 2024/2025 season and were not renewed.

The squad of licensed players (including the contract players) comprised 39 players (prior year: 37).

B) Presentation of the economic development

1. Results of operations

Hertha BSC GmbH & Co. KGaA concluded the 2025/2026 financial year with a net income after tax amounting to € 1.152 million (prior year deficit: € 15.557 million). This means that the club managed to post a positive net result for the first time since the 2018/2019 season.

The final net income for the year of € 1.2 million is € 1.1 million above the net income of € 0.1 million forecast in the prior year for the 2025/2026 financial year. The additional income (including other operating income) of € 8.4 million achieved compared with the budget at that time and lower cost of materials of € 1.1 million were mainly offset by additional expenses for licensed-player personnel (€ 4.7 million) and other operating expenses (€ 3.3 million).

At € 17.519 million, match day revenue remained at the prior-year level (€ 17.626 million). Revenue from the sale of season tickets rose by 10%.

Revenue from the marketing of advertising rights rose to € 17.062 million and therefore exceeded the prior-year figure (€ 14.245 million) by € 2.817 million.

Revenues of € 17.458 million (prior year: € 26.207 million) were generated from central TV/radio marketing activities. The decline can be attributed to both the new marketing cycle and the resultant reduced distribution of funds to the 36 clubs in the Bundesliga and Bundesliga 2, as well as to the team's on-pitch performances and the ensuing drop down the TV ratings table. Participation in the DFB Cup generated revenues of € 3.178 million (prior year: € 1.466 million).

Transfer income from the sale of players amounted to € 23.776 million (prior year: € 18.354 million). These revenues are offset by other operating expenses from the disposal of residual book values of capitalised player registrations in the amount of € 383 thousand (prior year: € 6.536 million).

At € 8.196 million, retail revenue fell short of the prior-year level (€ 10.898 million).

At € 2.41 million, other income was significantly higher than the prior-year figure of € 1.247 million. The increase is attributable to higher revenue from increased loan fees for youth international players, a share of UEFA's solidarity payments from the Champions League, and transfer revenue from U19 players.

Other operating income amounted to € 16.277 million (prior year: € 3.756 million) and was significantly influenced by proceeds from a sale (€ 5.0 million), income relating to other periods from subsequent receipts for previous financial years (€ 4.8 million), and income from the reversal of provisions recognised in prior years (€ 4.0 million).

In the 2025/2026 season, personnel expenses amounting to € 46.762 million (prior year: € 46.687 million) were recorded as a main expense item.

At € 2.59 million, depreciation and amortisation (including amortisation of financial assets) were again significantly below the prior-year figure (€ 4.282 million). They continue to be predominantly influenced by the investments made in the licensed player team in the previous financial years.

At € 4.57 million, the cost of materials was significantly lower than the prior-year figure (€ 6.408 million) due to the fall in retail revenue.

Material costs were reduced once again. Other operating expenses for the reporting period amounted to € 47.267 million, € 640 thousand less than the prior-year figure (€ 47.907 million).

Match operating expenditure increased to € 22.566 million (prior year: € 21.110 million). One of the reasons for this is that the club played one home match more in the DFB Cup than in the previous season.

The grant to Hertha BSC e.V. for ongoing obligations amounted to € 980 thousand and was at the prior-year level (€ 957 thousand).

Expenses for advertising increased in the reporting period to € 1.794 million (prior year: € 1.726 million). This increase is due to the recognition of production costs, which were subsequently passed on and are reported under 'Other operating income'.

In the area of television and radio exploitation rights, which essentially includes the commission paid to marketing partner SPORTFIVE Germany GmbH, expenditure climbed due to the increase in the marketing volume to € 3.69 million (prior year: € 2.913 million).

The transfer-related expenses amounted to € 10.733 million (prior year: € 14.241 million). This item takes into account commissions paid to player agents, loan fees and expenditure for scouting and match analysis activities. The disposal of residual book values in the amount of € 383 thousand (prior year: € 6.536 million) is also recognised here.

Expenses for the retail business amounted to € 1.141 million in the reporting period (prior year: € 1.127 million).

Administrative expenses of € 5.423 million were € 398 thousand slightly above the prior-year figure of € 5.025 million. This was mainly attributable to impairment allowances on receivables.

Expenditure for amateur and youth football amounted to € 1.522 million, up from the previous year (€ 1.364 million). The increase is largely due to the additionally incurred expenditure for the women's football teams.

As a result of the restructuring of the financing (in this case essentially the partial redemption of the 'Nordic Bonds'), interest expense was significantly reduced by € 1.057 million to € 3.946 million (prior year: € 5.003 million).

2. Financial position

As of the balance sheet date, Hertha BSC GmbH & Co. KGaA had cash and cash equivalents, as well as receivables and other assets, in the amount of € 29.3 million (prior year: € 29.1 million).

In particular, the liquidity was positively impacted by the unplanned DFB Cup matches. The positive development in match day revenues and sponsorship and transfer activities also contributed to this.

The company exercised the existing extension option for the bond due to mature on 8 November 2025 (Nordic Bond, ISIN SE0011337054) in the amount of € 40 million (ad hoc announcement of 23 October 2025), thereby extending the term of the bond until 8 November 2028. With the extension, the interest rate was reduced to 6.5% p.a. with effect from 8 November 2025 (exclusively). In future, interest will no longer be payable quarterly, but annually. The company could also redeem the bond in full or in part at any time to an amount of 100% of the nominal amount plus accrued, but unpaid interest.

On 23 October 2025, Hertha BSC GmbH & Co. KGaA announced that it would offer the holders of its bonds ('Nordic Bonds'), as part of a voluntary, public partial buy-back offer, to buy back bonds with a total nominal value of initially up to € 20 million at a

purchase price of 100% of the nominal value (‘bond buy-back’). The offer period for the bond buy-back was 10 November 2025 to 28 November 2025.

Within the scope of this offer, bonds with a total nominal value of approximately € 21.2 million were offered for buy-back to Hertha BSC GmbH & Co. KGaA. The company accepted these offers in full. To finance the repayment, the company utilised the credit facilities available for this purpose in full in the form of a long-term bonded loan of € 10 million, as well as proportionately current account overdraft facilities totalling € 16 million together with available liquidity.

3. Net assets

The player registrations amounting to € 992 thousand are accounted for under fixed assets (30 June 2025: € 2.316 million). The actual transfer or market values of players as assets (please refer to the independent valuation conducted by “transfermarkt.de” as of 30 September 2026: market value of € 27.7 million, prior year € 40.5 million) was assessed at significantly more than the value accounted for under the item 'Player registrations' (“hidden reserves”).

Receivables and other assets amounted to € 23.648 million (prior year: € 16.144 million).

Thanks to the positive annual result, Hertha BSC GmbH & Co. KGaA was able to increase its equity by € 1.152 million. Accordingly, as of 30 June 2026 it reported a deficit not covered by equity in the amount of € 37.242 million (previous year: € 38.394 million).

As of 30 June 2026, liabilities amounted to € 54.054 million (prior year: € 51.141 million). These are presented and broken down in the notes to the financial statements.

C) Opportunities and risks of future development

Like the other participants in the Bundesliga, Hertha BSC GmbH & Co. KGaA is subject to legal and economic risks which could affect the future development of the Company. General risks to be mentioned in this connection are in particular:

- A worldwide pandemic, triggered for example by a virus, can have an impact on economic development. As the COVID-19 pandemic has shown, this can affect all revenue segments.

- Another global financial and economic crisis, also triggered in particular by wars and the associated recessions and increases in energy costs, may have an impact especially in the area of sponsoring, as the expenses of advertising companies in this segment would decrease again.

- The business targets set for income depend on the successes in the sport of football that ultimately cannot be planned or budgeted. This also applies to the market development of revenue generated by the marketing activities of the Bundesliga. The most recent relegation at the end of the 2022/2023 season has confirmed this.

- The future development of the transfer market for buying and selling football players, including the future salary development of licenced football players, cannot be precisely estimated at this time.

Since there is a strong correlation between economic success in the income area (income from games, sponsor payments based on performance, allocation of income from TV advertising) and the developments in the sport of football, economic success can only be planned to a limited extent. In the 2025/2026 season, a marketing contract was concluded for TV marketing for four seasons so that fixed income from this source can be counted on for the Bundesliga. Income generated by TV marketing of the Bundesliga is thus contractually stipulated until 2029. Again, this can also only be planned to a limited extent because both depend on the popularity of football as a sport and the development of the TV licence market. Ultimately, Hertha BSC cannot influence the industry risks to which professional football is subject.

We will continue to attempt to sign new players without having to pay any transfer fees. Conversely, Hertha BSC can only plan for revenue from transfer fees to a limited extent. High transfer fees continue to be charged, especially for above-average players, meaning that we could possibly generate high transfer fee revenues. The current development is shown in Section D.

There are opportunities for Hertha BSC GmbH & Co. KGaA to improve its marketing activities and sporting situation (which is associated with the achievement of higher revenue in the long term) as well as for generating transfer revenue.

Because of the high number of above-average, talented players at youth level (there are presently 10 international players from U17 level up to and including the U21 team, while a further 15 youth players have been invited to attend football training camps organised by the German Football Association), Hertha BSC continues to assume that the costs of integrating external licensed players will be lower than for other Bundesliga clubs. As the club has already successfully integrated its own young football talents, expenses for training and transfer fees can be kept to a low level in this area. Moreover, additional income can be generated through the sale of young players (and licensed players). The management of Hertha BSC GmbH & Co. KGaA is consistently pursuing this course of business.

D) <u>Changes in the licenced football player team in the new season</u>

For the new 2026/2027 season, Hertha BSC GmbH & Co. KGaA engaged the following licenced players:

Oluwaseun Adewumi (loan)	Burnley FC
Farid Alfa-Ruprecht (loan)	Bayer 04 Leverkusen
Gustaf Nilsson (loan)	Club Brügge
Mads Pedersen	FC Augsburg

After being loaned out, the following players returned at the start of the season as agreed:

Gustav Christensen	FC Ingolstadt
Jon Dagur Thorsteinsson	SK Brann

In return, the following players were transferred:

Dion Ajvazi	Carl Zeiss Jena
Michaël Cuisance	RC Lens
Kennet Eichhorn	Bayer 04 Leverkusen
Tjark Ernst	Feyenoord Rotterdam
Leon Jensen	Arminia Bielefeld
Fabian Reese	VfL Wolfsburg
Marten Winkler	RSC Anderlecht

The following players have been loaned out for the 2026/2027 season:

Janne Berner	SV Verl
Gustav Christensen (until 12/2026)	Kristiansund BK
Lukas Michelbrink	FC Energie Cottbus

The contracts with the players John Brooks, Diego Demme, Jeremy Dudziak, Tim Hoffmann, Michal Karbownik and Toni Leistner expired at the end of the 2025/2026 season and were not extended.

The players Dawid Kownacki and Maurice Krattenmacher returned to their respective clubs as agreed following their loan spells.

The licensed player squad, including contract players, thus currently comprises 33 players. Their average age is 23.2 years.

E) Outlook

After match day 8 of Bundesliga 2 (last updated: 18 October 2026), Hertha BSC are top of the table and are through to the second round of the DFB Cup.

However, the success of professional football clubs depends not only on their sporting capability but also on their economic performance. Hertha BSC GmbH & Co. KGaA has revised its previous planning for the financial year 2026/2027. Based on the current internal planning status, the company forecasts a result for the year of € 2.6 million, which may become significantly more positive due to the club's sporting success or additional income. Conversely, sporting failure may also bring with it poorer results than planned.

Total revenues of € 92.4 million are planned for 2026/2027.

The management will continue to pursue the current strategy of focusing on sustainable youth development and involving young, talented players.

The following points are significant for the club’s further development:

Through the existing cooperation contract with our long-term business partner Sportfive, we have a secure contract situation with a competent partner in the marketing field.

The management assumes that the development of Hertha BSC GmbH & Co. KGaA will be successful in future, both on the sport and business front, on account of of the above-average infrastructure (in particular the sports and medical facilities and the work with young players) and the economic course of consolidation adopted by the company.

The Berlin Olympic Stadium, Germany’s best-known stadium, which hosted not only several group and knock-out matches but also the finals of both the 2006 FIFA World Cup and the 2024 UEFA European Championship, remains the home ground of Hertha BSC. It offers 74,220 covered seats, 59 boxes (approx. 1,000 seats), 15 sky boxes (approx. 130 seats) and around 4,000 business seats. Hertha BSC continues to anticipate possible increases in earnings in this area in the coming years.

The developments of the recent past have shown to a great extent that there is a high degree of dependence on sporting success. The foundations have been consolidated thanks to the reorganisation and restructuring measures implemented over the past three seasons, which

have focused on the structural overhaul of the cost base. Implementing further process- and club culture-related optimisations and consistently maintaining our course along the lines of the business framework we have set up will support the positive development of the Company in the long term. In Section C we have already pointed out that planning depends on sporting success.

F) Closing declaration pursuant to Section 312 (3) AktG

Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA) received appropriate consideration for each legal transaction in accordance with the circumstances known to it at the time when the legal transactions within the meaning of Section 312 (1) AktG were carried out. No measures pursuant to Section 312 (1) AktG were required to be taken in the reporting year.

Berlin, 23 October 2026

Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA), represented by the general partner, Hertha BSC Verwaltung GmbH

Dr. Peter Görlich
Managing Director

Ralf Huschen
Managing Director

[Translator's notes are in square brackets]

General Engagement Terms

for
Wirtschaftsprüferinnen, Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften
[German Public Auditors and Public Audit Firms]
as of July 1, 2026

1. Scope of application

(1) These engagement terms apply to contracts between German Public Auditors (Wirtschaftsprüferinnen/Wirtschaftsprüfer) or German Public Audit Firms (Wirtschaftsprüfungsgesellschaften) – hereinafter collectively referred to as "German Public Auditors" – and their engaging parties for assurance services, tax advisory services, advice on business matters and other engagements except as otherwise agreed in writing (Textform) or prescribed by a mandatory rule.

(2) Third parties may derive claims from contracts between German Public Auditors and engaging parties only when this is agreed or results from mandatory rules prescribed by law. In relation to such claims, these engagement terms also apply to these third parties. A German Public Auditor is also entitled to invoke objections (Einwendungen) and defences (Einreden) arising from the contractual relationship with the engaging party to third parties.

2. Scope and execution of the engagement

(1) Object of the engagement is the agreed service – not a particular economic result. The engagement will be performed in accordance with the German Principles of Proper Professional Conduct (Grundsätze ordnungsmäßiger Berufsausübung). The German Public Auditor does not assume any management functions in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to make use of competent persons to conduct the engagement.

(2) Except for assurance engagements (betriebswirtschaftliche Prüfungen), the consideration of foreign law requires an express agreement in writing (Textform).

(3) If circumstances or the legal situation change subsequent to the release of the final professional statement, the German Public Auditor is not obligated to refer the engaging party to changes or any consequences resulting therefrom.

3. The obligations of the engaging party to cooperate

(1) The engaging party shall ensure that all documents and further information necessary for the performance of the engagement are provided to the German Public Auditor on a timely basis, and that he is informed of all events and circumstances that may be of significance to the performance of the engagement. This also applies to those documents and further information, events and circumstances that first become known during the German Public Auditor's work. The engaging party will also designate suitable persons to provide information.

(2) Upon the request of the German Public Auditor, the engaging party shall confirm the completeness of the documents and further information submitted as well as the explanations and statements provided in a statement as drafted by the German Public Auditor in a legally accepted written form (gesetzliche Schriftform) or any other form determined by the German Public Auditor.

4. Ensuring independence

(1) The engaging party shall refrain from anything that endangers the independence of the German Public Auditor's staff. This applies throughout the term of the engagement, and in particular to offers of employment or to assume an executive or non-executive role, and to offers to accept engagements on their own behalf.

(2) Were the performance of the engagement to impair the independence of the German Public Auditor, of related firms, firms within his network, or such firms associated with him, to which the independence requirements apply in the same way as to the German Public Auditor in other engagement relationships, the German Public Auditor is entitled to terminate the engagement for good cause.

5. Reporting and oral information

To the extent that the German Public Auditor is required to present results in a legally accepted written form (gesetzliche Schriftform) or in writing (Textform) as part of the work in executing the engagement, only that presentation is authoritative. Drafts of such presentations are non-binding. Except as otherwise provided for by law or contractually agreed, oral statements and explanations by the German Public Auditor are binding only when they are confirmed in writing (Textform). Statements and information of the German Public Auditor outside of the engagement are always non-binding.

6. Distribution of a German Public Auditor's professional statement

(1) The distribution to a third party of professional statements of the German Public Auditor (results of work or extracts of the results of work whether in draft or in a final version) or information about the German Public Auditor acting for the engaging party requires the German Public Auditor's consent be issued in writing (Textform), unless the engaging party is obligated to distribute or inform due to law or a regulatory requirement.

(2) The use by the engaging party for promotional purposes of the German Public Auditor's professional statements and of information about the German Public Auditor acting for the engaging party is prohibited.

7. Deficiency rectification

(1) In case there are any deficiencies, the engaging party is entitled to specific subsequent performance by the German Public Auditor. The engaging party may reduce the fees or cancel the contract for failure of such subsequent performance, for subsequent non-performance or unjustified refusal to perform subsequently, or for unconscionability or impossibility of subsequent performance. If the engagement was not commissioned by a consumer, the engaging party may only cancel the contract due to a deficiency if the service rendered is not relevant to him due to failure of subsequent performance, to subsequent non-performance, to unconscionability or impossibility of subsequent performance. No. 9 applies to the extent that further claims for damages exist.

(2) The engaging party must assert a claim for subsequent performance (Nacherfüllung) in writing (Textform) without delay. Claims for subsequent performance pursuant to paragraph 1 not arising from an intentional act expire after one year subsequent to the commencement of the time limit under the statute of limitations.

(3) Apparent deficiencies, such as clerical errors, arithmetical errors and deficiencies associated with technicalities contained in a German Public Auditor's professional statement (long-form reports, expert opinions etc.) may be corrected – also versus third parties – by the German Public Auditor at any time. Misstatements which may call into question the results contained in a German Public Auditor's professional statement entitle the German Public Auditor to withdraw such statement – also versus third parties. In such cases the German Public Auditor should first hear the engaging party, if practicable.

8. Confidentiality towards third parties, and data protection

(1) Pursuant to the law (§ [Article] 323 Abs 1 [paragraph 1] HGB [German Commercial Code: Handelsgesetzbuch], § 43 WPO [German Law regulating the Profession of Wirtschaftsprüfer: Wirtschaftsprüferordnung], § 203 StGB [German Criminal Code: Strafgesetzbuch]) the German Public Auditor is obligated to maintain confidentiality regarding facts and circumstances confided to him or of which he becomes aware in the course of his professional work, unless the engaging party releases him from this confidentiality obligation.

(2) When processing personal data, the German Public Auditor will observe national and European legal provisions on data protection.

9. Liability

(1) For legally required services by German Public Auditors, in particular audits, the respective legal limitations of liability, in particular the limitation of liability pursuant to § 323 Abs. 2 HGB, apply.

(2) Insofar neither a statutory limitation of liability is applicable, nor an individual contractual limitation of liability exists, claims for damages due to negligence arising out of the contractual relationship between the engaging party and the German Public Auditor, except for damages resulting from injury to life, body or health as well as for damages that constitute a duty of replacement by a producer pursuant to § 1 ProdHaftG [German Product Liability Act: Produkthaftungsgesetz], are limited to € 4 million pursuant to

Alle Rechte vorbehalten. Ohne Genehmigung des Verlages ist es nicht gestattet, die Vordrucke ganz oder teilweise nachzudrucken bzw. auf fotomechanischem oder elektronischem Wege zu vervielfältigen und/oder zu verbreiten. © IDW Verlag GmbH · 50355/1

Lizenziert für/Licensed to: Forvis Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft | 4312025

§ 54 a Abs. 1 Number 2 WPO. This applies equally to claims against the German Public Auditor made by third parties arising from, or in connection with, the contractual relationship.

(3) When multiple claimants assert a claim for damages arising from an existing contractual relationship with the German Public Auditor due to the German Public Auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the respective claims of all claimants collectively.

(4) The maximum amount under paragraph 2 relates to an individual case of damages. An individual case of damages also exists in relation to a uniform damage arising from a number of breaches of duty. The individual case of damages encompasses all consequences from a breach of duty regardless of whether the damages occurred in one year or in a number of successive years. In this case, multiple acts or omissions based on the same source of error or on a source of error of an equivalent nature are deemed to be a single breach of duty if the matters in question are legally or economically connected to one another. In this event the claim against the German Public Auditor is limited to € 5 million.

(5) A claim for damages expires if a suit is not filed within six months subsequent to the written statement (Textform) of refusal of acceptance of the indemnity and the engaging party has been informed of this consequence. This does not apply to claims for damages resulting from scienter, a culpable injury to life, body or health as well as for damages that constitute a liability for replacement by a producer pursuant to § 1 ProdHaftG. The right to invoke a plea of the statute of limitations remains unaffected.

(6) § 323 HGB remains unaffected by the rules in paragraphs 2 to 5.

10. Supplementary provisions for audit engagements

(1) If the engaging party subsequently amends the financial statements or management report audited by a German Public Auditor and accompanied by an auditor's report (Bestätigungsvermerk), he may no longer use this auditor's report. If the German Public Auditor has not issued an auditor's report, a reference to the audit conducted by the German Public Auditor in the management report or any other public reference is permitted only with the German Public Auditor's consent, issued in a legally accepted written form (gesetzliche Schriftform), and with a wording authorized by him.

(2) If the German Public Auditor revokes the auditor's report, it may no longer be used. If the engaging party has already made use of the auditor's report, then upon the request of the German Public Auditor he must give notification of the revocation.

(3) The engaging party has a right to five official copies of the report. Additional official copies will be charged separately.

(4) Any claims by the engaging party for information about, inspection of, or handing over of the German Public Auditor's working papers may be asserted only after the respective engagement has ended and only within one year from that point in time.

(5) The German Public Auditor is not obliged to provide information about, grant access to, or hand over the German Public Auditor's working papers to the engaging party to the extent that this would conflict with the German Public Auditor's trade secrets or confidentiality obligations.

(6) The engaging party shall reimburse the German Public Auditor for costs incurred in satisfying any claims for information about, inspection of, or receipt of the German Public Auditor's working papers.

11. Supplementary provisions for assistance in tax matters

(1) When advising on an individual tax issue as well as when providing ongoing tax advice, the German Public Auditor is entitled to use as a correct and complete basis the facts provided by the engaging party – especially numerical disclosures; this also applies to bookkeeping engagements. Nevertheless, he is obligated to indicate to the engaging party any material errors he has identified.

(2) The tax advisory engagement does not encompass procedures required to observe deadlines, unless the German Public Auditor has explicitly accepted a corresponding engagement. In this case the engaging party must provide the German Public Auditor with all documents required to observe deadlines – in particular tax assessments – on such a timely basis that the German Public Auditor has an appropriate lead time.

(3) Except as agreed otherwise in writing (Textform), ongoing tax advice encompasses the following work during the contract period:

a) preparation and electronic transmission of annual tax returns, including financial statements for tax purposes in electronic format, for income tax, corporate tax and business tax, namely on the basis of the annual financial statements, and on other schedules and evidence documents required for the taxation, to be provided by the engaging party
b) examination of tax assessments in relation to the taxes referred to in (a)
c) negotiations with tax authorities in connection with the returns and assessments mentioned in (a) and (b)
d) support in tax audits and evaluation of the results of tax audits with respect to the taxes referred to in (a)
e) participation in petition or protest and appeal procedures with respect to the taxes mentioned in (a).

In the aforementioned tasks the German Public Auditor takes into account material published legal decisions and administrative interpretations.

(4) If the German Public auditor receives a fixed fee for ongoing tax advice, the work mentioned under paragraph 3 (d) and (e) is to be remunerated separately, except as agreed otherwise in writing (Textform).

(5) Insofar the German Public Auditor is also a German Tax Advisor and the German Tax Advice Remuneration Regulation (Steuerberatungsvergütungsverordnung) is to be applied to calculate the remuneration, a greater or lesser remuneration than the legal default remuneration can be agreed in writing (Textform).

(6) Work relating to special individual issues for income tax, corporate tax, business tax and valuation assessments for property units as well as all issues in relation to sales tax, payroll tax, other taxes and dues requires a separate engagement. This also applies to:

a) work on non-recurring tax matters, e.g. in the field of estate tax and real estate sales tax;
b) support and representation in proceedings before tax and administrative courts and in criminal tax matters;
c) advisory work and work related to expert opinions in connection with changes in legal form and other re-organizations, capital increases and reductions, insolvency related business reorganizations, admission and retirement of owners, sale of a business, liquidations and the like, and
d) support in complying with disclosure and documentation obligations.

(7) To the extent that the preparation of the annual sales tax return is undertaken as additional work, this includes neither the review of any special accounting prerequisites nor the issue as to whether all potential sales tax allowances have been identified. No guarantee is given for the complete compilation of documents to claim the input tax credit.

12. Electronic communication

Communication between the German Public Auditor and the engaging party may be via e-mail. In the event that the engaging party does not wish to communicate via e-mail or sets special security requirements, such as the encryption of e-mails, the engaging party will inform the German Public Auditor in writing (Textform) accordingly.

13. Remuneration

(1) In addition to his claims for fees, the German Public Auditor is entitled to claim reimbursement of his expenses; sales tax will be billed additionally. He may claim appropriate advances on remuneration and reimbursement of expenses and may make the delivery of his services dependent upon the complete satisfaction of his claims. Multiple engaging parties are jointly and severally liable.

(2) If the engaging party is not a consumer, then a set-off against the German Public Auditor's claims for remuneration and reimbursement of expenses is admissible only for undisputed claims or claims determined to be legally binding.

14. Dispute Settlement

The German Public Auditor is not prepared to participate in dispute settlement procedures before a consumer arbitration board (Verbraucherschlichtungsstelle) within the meaning of § 2 of the German Act on Consumer Dispute Settlements (Verbraucherstreitbeilegungsgesetz).

15. Applicable law

The contract, the performance of the services and all claims resulting therefrom are exclusively governed by German law.

Lizenziert für/Licensed to: Forvis Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft | 4312025