



STATEMENT ON CORPORATE GOVERNANCE PURSUANT TO SECTION 289F (2) HGB AND PRINCIPLE 22 DCGK 2020

In this statement on corporate governance (Corporate Governance Report), init reports on the principles and practice of corporate governance. It contains the Declaration of Compliance with the German Corporate Governance Code, information on corporate governance practices, the description of the working methods of the Managing Board and the Supervisory Board as well as significant corporate governance structures.

With the Declaration of Compliance with the German Corporate Governance Code and the statement on corporate governance, init aims to provide a transparent and comprehensible picture of the principles of responsible and sound management (“corporate governance”) applicable in Germany and of how they are put into practice at init, thus strengthening the shareholders’ trust in the company.

DECLARATION OF COMPLIANCE WITH THE GERMAN CORPORATE GOVERNANCE CODE

In compliance with the Section 161 of the German Stock Corporation Act (AktG), the Managing Board and the Supervisory Board of a listed stock corporation are required each year to declare compliance with the recommendations of the “Government Commission on the German Corporate Governance Code” published by the Federal Ministry of Justice in the official section of the Federal Official Gazette and to disclose any deviation from these recommendations. The Declarations of Compliance with the Code are accessible on the company’s website for a period of five years. Since the Code was introduced in 2002, our company has complied regularly with almost all its recommendations.

The Managing Board and Supervisory Board of init issued the most recent Declaration of Compliance pursuant to Section 161 AktG on 27 September 2021. The Declaration below relates to the Code version of 16 December 2019, which was

published in the Federal Official Gazette on 20 March 2020. Owing to the size of the firm and company-specific features, the Managing Board and Supervisory Board declare that the recommendations have been and are adhered to with the following exceptions:

B. COMPOSITION OF THE MANAGING BOARD

B.5. An age limit should be specified for the members of the Managing Board

The Managing Board should have a diverse age structure. No specific targets regarding the age of individual or all members of the Managing Board have been stipulated, as this would restrict the Supervisory Board in selecting suitable Managing Board members. init operates in a market that requires flexibility, special expertise and many years of experience.

C. COMPOSITION OF THE SUPERVISORY BOARD

I General requirements

C.2. An age limit should be specified for the members of the Supervisory Board

The persons put forward for election to the Supervisory Board should provide assurance, based on their professional expertise, skills and experience, their integrity, their ethical conduct, independence and personality that they can responsibly carry out the duties of a supervisory board member in a leading international technology firm for the mobility sector. init's Supervisory Board is convinced that a strict general restriction on membership on the Supervisory Board which does not consider the respective Supervisory Board member individually, is not an appropriate method to further improve and professionalise the work of the Supervisory Board. The company's interests in searching for suitable candidates is better served by a flexible composition of the Supervisory Board with different terms of office and experience and practical consideration of a diverse age structure. Finally, the company has published the terms of office of each Supervisory Board member for some time, thus enabling the shareholders to decide for themselves about the individual suitability of the re-election of a member of the Supervisory Board.

D. WORK METHODS OF THE SUPERVISORY BOARD

II Cooperation within the Supervisory Board and with the Managing Board

D.4. Chairperson of the audit committee

Due to the size of the Supervisory Board (four members) of init and the technical knowledge of the Chairperson of the Supervisory Board, it is not possible to comply with the recommendation of not uniting these two roles in one individual.

D.5. Nomination Committee

A nomination committee was not formed due to the specific conditions and the size of the Supervisory Board (four members).

G. REMUNERATION OF THE MANAGING BOARD AND SUPERVISORY BOARD

I Remuneration of the Managing Board

The contracts of init SE's Managing Board members have been concluded for three years and end as of 31 March 2022. The Shareholders' Meeting 2021 approved the remuneration system of the Managing Board. However, the recommendations can only be applied for new or extended appointments.

II Remuneration of the Supervisory Board

G.17 The remuneration of the Supervisory Board members should appropriately take into account the larger amount of time required of the Chairperson and the Deputy Chairperson of the Supervisory Board and the Chairperson and committee members

The larger amount of time required of the Chairperson of the Supervisory Board was appropriately taken into account for the remuneration. The larger amount of time required does not apply to the Deputy Chairperson of the init Supervisory Board.

An audit committee was formed for the first time as of 1 October 2021. The remuneration system of the Supervisory Board, which was approved in the Shareholders' Meeting 2021, does not provide for any additional remuneration for the work of the audit committee.

STATEMENT ON CORPORATE GOVERNANCE

Managing Board

The Managing Board is the management body of the listed European Company (Societas Europaea, SE). It manages the affairs of the company and is bound by the German Stock Corporation Act to uphold the interests and business policies of the company. The Managing Board provides the Supervisory Board with regular, timely and comprehensive information about all key issues relating to the company's business development and risks and agrees corporate strategy with the Supervisory Board. Furthermore, it ensures that legal rules, official regulations and company-internal guidelines are adhered to and works with the Supervisory Board with a view to ensuring that all employees of the group comply with them.

The Managing Board of init currently has four members who together bear responsibility for corporate management. As the central task of corporate management, it develops the strategic orientation of the company, ensures that the risks of business activities are handled responsibly by means of a suitable internal control and risk management system and ensures that legal requirements and internal guidelines are observed within the company (compliance). It also decides on the appointment of management positions and sets targets for the percentage of women in the two management levels below the Managing Board. Diversity aspects are taken into account in the selection process, but the focus is on the professional and personal qualifications of the individual persons.

Unlike other companies, the Managing Board of init is very actively involved in the day-to-day operations of the respective company units and manages these. In keeping with the practices of responsible business management, it is therefore very close to the key reference groups of a company, its customers, suppliers and employees and its shareholders

and investors. This enables it to react very quickly and directly to new situations.

Supervisory Board

The Supervisory Board advises and monitors the Managing Board in the management of the company. Decisions of fundamental importance to the company are subject to the approval of the Supervisory Board and are set out in the rules of procedure of the Managing Board. In addition, transactions with related parties may, by law, require the prior approval of the Supervisory Board.

The Chairperson of the Supervisory Board is elected by the Supervisory Board from among its members. He coordinates the work of the Supervisory Board and represents the interests of the Supervisory Board externally.

In addition, the Supervisory Board is responsible for appointing members of the Managing Board, determining their number in accordance with legal and statutory requirements and setting the target figure for the proportion of women on the Managing Board.

Together with the Managing Board, the Supervisory Board ensures that there is long-term succession planning. When assessing the candidates for a Managing Board position, their technical qualification for the area of special responsibility they are going to manage, proven leadership skills, prior performance as well as knowledge of the market and the company from the Supervisory Board's perspective constitute the basic eligibility criteria. As part of the assessment, the Supervisory Board also takes into account the personality that would complement the panel of the Managing Board in the best possible way (diversity). Diversity as an eligibility criteria for the Supervisory Board particularly means diverse complementary profiles, professional and personal experience, also international experience, as well as an appropriate gender representation. As part of its decision the Supervisory Board also considers the following aspects:

- The members of the Managing Board should have many years of management experience and should have experience in a broad range of professions as far as possible
- At least one member of the Managing Board should have international management experience
- At least one member of the Managing Board should have a technical education
- At least one member of the Managing Board should have an education in business studies
- The Managing Board in its entirety should have many years of experience in the areas of development, production, sales, finance and personnel management
- The Supervisory Board has set a target for the percentage of women in the Managing Board This is explained in one of the sections below

According to the Supervisory Board's assessment, the composition of the Managing Board as of 31 December 2021 corresponds to the specified diversity policy. The diverse professional, educational and personal experience of the Managing Board members complement each other.

The Managing Board should have a diverse age structure. No specific targets regarding the age of individual or all members of the Managing Board were stipulated, as this would restrict the Supervisory Board in selecting suitable Managing Board members. init operates in a market that requires flexibility, special expertise and many years of experience.

At init, the Supervisory Board is solely composed of shareholder representatives and, in accordance with the articles of incorporation, of four persons. These are appointed for three years. The Supervisory Board endeavours in its entirety to provide a competence profile that ensures that the Managing Board of init is supervised competently and given informed advice. Each member of the Supervisory Board also ensures that he or she has sufficient time to perform his or her duties. With the exception of one member of the Supervisory Board, other members of the Super-

visory Board do not have any business or personal relationship to the Managing Board of init or a controlling shareholder. Therefore, the Supervisory Board of init can be considered to be independent.

The persons intended to be elected to the Supervisory Board should provide assurance, based on their professional expertise, skills and experience, their integrity, their ethical conduct, independence and personality that they can responsibly carry out the duties of a supervisory board member in a leading international technology firm for the mobility sector. init's Supervisory Board is convinced that a strict general restriction on membership on the Supervisory Board which does not consider the respective Supervisory Board member individually, is not an appropriate method to further improve and professionalise the work of the Supervisory Board. The company's interests in searching for suitable candidates is better served by a flexible composition of the Supervisory Board with different terms of office and experience and practical consideration of a diverse age structure. Finally, the company has published the terms of office of each Supervisory Board member for some time, thus enabling the shareholders to decide for themselves about the individual suitability of the reelection of a member of the Supervisory Board.

When appointing members to the Supervisory Board, potential conflicts of interest, the number of members of the Supervisory Board and diversity are likewise adequately taken into consideration. In the election proposals to the Shareholders' Meeting, the personal and business relationships of every candidate with the company, the governing bodies of the company and any shareholders with a material interest in the company are disclosed. A detailed CV is enclosed with every candidate proposal. The Supervisory Board has drawn up a competence profile for the body as a whole, which is also taken into account for proposals to the Shareholders' Meeting and is published on the website of the company.

The Supervisory Board formed an audit committee as of 1 October 2021. It prepares the decisions of the Supervisory Board on the annual and consolidated financial statements as well as quarterly statements during the year, the proposal to the Shareholders' Meeting to elect the auditor and the agreement with the auditor. Furthermore, the audit committee is responsible for the tendering procedure for a new auditor for the audit of the annual and consolidated financial statements. The audit committee also monitors the independence of the auditor, evaluates the additional services rendered by the auditor and assesses the quality of the statutory audit. It advises and monitors the Managing Board in issues related to financial reporting, the operating effectiveness of the internal control system, the risk management system, the internal audit system as well as compliance. The audit committee supports the entire Supervisory Board in its work and reports on its preparatory work on the agreed upon topics in the subsequent meeting. The Supervisory Board has laid down rules of procedure, which are available on the website of the company, and convenes regular meetings at least once a quarter and, unless otherwise stipulated, adopts decisions based on a simple majority of the votes cast. A resolution of the Supervisory Board adopted in writing by means of fax or e-mail, by telephone or using electronic means of communication or a combination of the above-mentioned means of communication is permitted in accordance with the articles of incorporation of init. Precise details on the form in which resolutions are adopted are determined by the Chairperson. The Chairperson of the Supervisory Board draws up a written record of resolutions passed outside meetings.

The Supervisory Board members participate in training measures on their own initiative and with init's support. Besides, it regularly conducts a board evaluation in the form of self-evaluation using a detailed guide. The focus is particularly on organisation, provision of information, personnel matters and how the members of the Supervisory Board perceived their role.

Details about the activities of the Supervisory Board and their independence as well as their CVs are provided in the "Report of the Supervisory Board" section of this Annual Report.

Cooperation within the Supervisory Board and with the Managing Board

The Supervisory Board and Managing Board of init work closely together for the benefit of the company. They neither pursue personal interests in their decisions nor exploit for themselves business opportunities to which the company is entitled. The Managing Board members are subject to comprehensive non-competition arrangements.

The dual board system is a basic principle of German company law, the European legal provisions and the statutes. It assigns executive management to the Managing Board and supervision to the Supervisory Board. Both boards are obliged to ensure the continued existence of the company and sustained value creation by the company in accordance with the principles of a social market economy. These principles demand legality as well as ethically based and responsible conduct.

The Managing Board regularly provides the Supervisory Board with timely and comprehensive information on all relevant issues of corporate governance, in particular the strategy, planning, business performance, the risk situation, the risk management and compliance.

The Chairperson of the Managing Board immediately informs the Chairperson of the Supervisory Board about important events that are of material importance for the assessment of the situation and development as well as for the management of the company. They are in active contact between the meetings.

The Supervisory Board also meets regularly without the Managing Board. If necessary, the Chairperson of the Supervisory Board convenes an extraordinary meeting of the Supervisory Board.

Shareholders' Meeting and rights of shareholders

At the Shareholders' Meeting, shareholders exercise their rights, in particular their right to information, and use their voting rights. The Shareholders' Meeting decides on all matters assigned to it by law, particularly the appropriation of profits, the discharge of the Managing Board and the Supervisory Board, the election of members of the Supervisory Board and the auditor. It also decides in its advisory nature on the approval of the remuneration system for the Managing Board presented by the Supervisory Board, on the specific remuneration of the Supervisory Board and by way of a recommendation on the approval of the remuneration report for the preceding financial year.

At the Shareholders' Meeting, shareholders have the opportunity to address the meeting on any items on the agenda, to raise relevant questions and to file motions. Due to reasons of planning uncertainty, the next annual Shareholders' Meeting will also only be possible as a virtual meeting of shareholders with limited participation rights. Shareholders can exercise their voting rights at the Shareholders' Meeting either in person, through a duly authorised representative, or by a proxy of init, subject to instructions. Each share carries one vote. To enable shareholders to prepare for the Shareholders' Meeting, the invitation, agenda and other information about the Shareholders' Meeting are available on the company's website. The voting results are also published on the website directly after the Shareholders' Meeting. The invitation to it will be sent to the shareholders in Germany and other countries electronically via their custodian banks.

The Shareholders' Meeting of init is generally held within the first six months of the financial year and it is chaired by the Chairperson of the Supervisory Board. He or she determines the order of the agenda items and the type and form of voting. The Chairperson is empowered to impose appropriate restrictions on the right to ask questions and to speak at the on-site event for the entire Shareholders' Meeting , for

individual agenda items and/or for individual speakers.

Transparency as a basic principle of communication

Consistent, comprehensive and timely information is a fundamental principle at init. For that reason, shareholders, investors, analysts, journalists and interested members of the public are informed transparently and without delay about the performance of the company in the respective financial year by means of press releases, capital market information, annual reports, half-year financial reports and quarterly statements in German and English.

The annual and consolidated financial statements are disclosed within 90 days of the end of the financial year, the mandatory interim financial information is made publicly accessible within 45 days of the end of the reporting period.

The Supervisory Board and the Managing Board report on corporate governance in the statement on corporate governance. The statements of the past five years are also accessible on the website.

At the time these documents are published, all the information also becomes available on the company's website and can be accessed there at any time. Furthermore, the Investor Relations team maintains a regular dialogue with capital market participants. In addition, shareholders and the public can find information about the organisational structure of init and about the members of the Managing Board and Supervisory Board on the website. The website includes a financial calendar covering all key dates.

Compliance and Ethical Guidelines

Compliance is an essential component of init's corporate values. With the rules of conduct that apply across the group, init wants to protect employees and companies as well as clients and business partners.

The Ethical Guidelines comprise all applicable statutory and company requirements for our employees. They set out specific rules of conduct. The Ethical

Guidelines form the binding code of conduct for the entire init group and apply without exception to all employees – across teams, hierarchy levels, countries and all individual companies within our group.

The Ethical Guidelines are publicly accessible on our website in German, English and French. Employees receive the Guidelines already at the application stage or at the latest when they join the company. All employees are informed about init's Ethical Guidelines at least once a year, through communication via the Intranet, email or in meetings. The employees of group companies confirm in writing that they have received and acknowledged the Guidelines.

Human rights

init recognises its responsibility to uphold and protect human rights. That is why they have been integrated in the Ethical Guidelines. Specifically, init condemns all forms of child and forced labour. We respect civil, political, economic, social and cultural rights. However to be able to protect human rights in a globally connected society, we look beyond the boundaries of the init group and expect our contractual partners and subcontractors to also follow these Ethical Guidelines. Therefore, they are integrated into contracts and include further regulations to ensure compliance with human rights and laws. In order to identify risks regarding potential breaches of the Ethical Guidelines at an early stage and to counteract them, init has implemented measures that are described in more detail below.

Violation regarding human rights were not identified within init in the reporting year 2021.

Combatting corruption and bribery

Combatting corruption and bribery is a high priority for init, as strict compliance with legal regulations and the avoidance of breaches in connection with corruption form the basis for our business activities. We aim to maintain ethically, morally and legally irrevocable conduct in all areas of the company.

Furthermore, init strives to keep all employees up to date on the topic of combatting corruption.

Our Ethical Guidelines prescribe a specific code of conduct and stipulate that corruption and bribery are not tolerated by our company. They include specific rules, such as ones on the granting or acceptance of benefits, the documentation of business transactions and the comprehensive, truthful and lawful provision of information to employees, shareholders, the capital market, the media and other stakeholders.

Moreover, init's Managing Board maintains an active exchange with the management of all the consolidated companies. Once a year, the Managing Board members meet with the managing directors of the group companies. At this annual management meeting, management is again made aware of the topic of combatting corruption and bribery in particular, and the code of conduct, in order to establish it further at the group companies and among the company's own employees.

Breaches regarding corruption and bribery were not identified in the init group in the reporting year 2021.

Ensuring Compliance

On the Managing Board of init, the CFO is responsible for compliance. The respective management as well as legal departments within the group coordinate compliance topics locally. Our flat hierarchies enable quick response to (alleged) compliance cases. The internal processes ensure that any compliance infringements are reported by management and legal departments to the Managing Board of init which in particularly severe cases also informs the Supervisory Board. In the reporting year, an audit committee was formed within the Supervisory Board, which monitors the Managing Board also in issues related to the operating effectiveness of the internal control system and compliance.

In addition, a risk matrix with compliance-related topics was drawn up as part of risk management in the year under review. This is reviewed and updated annually in order to evaluate new topics, identify the need for action and derive measures for compliance with any laws and regulations.

As the customers of init are mainly public transport companies or associations in Germany and abroad, public procurement and the formalised procurement system of the public sector are of decisive economic importance. Public procurement is highly structured and regulated by public procurement law. Public procurement law protects the transparency and comprehensibility of decisions through its regulations on competition. These legal regulations in procurement law must be observed at all times by public customers as well as by participating bidders such as init, from needs assessment to the tendering phase through to awarding of the contract and order fulfilment.

The Managing Board of init has approved a list of countries in order to counteract risks that may arise from international business activities, for example, geographical risks. This list defines the countries in which the init group can have sales activities. For this purpose, clusters were prepared on the basis of official indices of various NGOs in accordance with industry specific risks and criteria. Well defined internal rules and procedures apply to different clusters, in order to perform sales activities in the countries included in a cluster. This process ensures early and careful assessment of business activities.

We require and encourage the reporting of all processes that indicate a criminal offence or a systematic breach of laws or internal rules. To this end, an online whistleblower system was created in 2018 which enables employees as well as customers, business partners and third parties to report improper conduct, either anonymously or in person. The system is accessible to all and is available on init's website. Furthermore, the Ethical Guidelines contain a reference to the whistleblower system. The system

immediately forwards every report to the Legal department or the Managing Board, where it is reviewed and processed to the dual control system. In addition init has developed a manual which defines the internal processes, their documentation and the systematic processing of notifications. The company's preventive and control measures include generally the dual control principle, which is set out for the companies in a set of signature rules.

Here you can find the [Ethical Guidelines of init](#).

Accounting and auditing

The auditor supports the Supervisory Board and the audit committee in advance in monitoring the management, particularly in issues related to accounting, the operating effectiveness of the internal control system, the risk management system, the internal audit system as well as compliance. The auditor's report informs the capital market about the correctness of the accounting.

The annual financial statements and the combined management report of init are prepared in accordance with the German Commercial Code (HGB). The consolidated financial statements are prepared according to Section 315a HGB based on the International Financial Reporting Standards (IFRS) as adopted by the EU.

Following their preparation by the Managing Board, the annual and consolidated financial statements are audited by the auditor and the audit committee and subsequently adopted or approved by the Supervisory Board. Within the scope of the audit, the auditor immediately advises the audit committee of the Supervisory Board of all key issues and events significant for his tasks which may arise during the audit. Moreover, he is informed if, during the performance of the audit, any facts are identified that indicate an inaccuracy in the Declaration of Compliance with the Corporate Governance Code issued by the Managing Board and Supervisory Board. The audit committee also monitors the independence of the auditor, evaluates the additional services rendered by the auditor and assesses the quality of the audit.

On 19 May 2021, the Shareholders' Meeting of init passed a resolution to elect Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as the auditor and group auditor for the 2021 financial year, as proposed by the Supervisory Board. The individual auditors responsible at Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft are Mr. Werling (since the consolidated financial statements 31 December 2016) and Mr. Kresin (since the consolidated financial statements 31 December 2021).

The tender for the engagement for audit of the financial statements for the 2022 financial year was initiated in 2021. The Supervisory Board of init will propose a new audit firm to the Shareholders' Meeting 2022; the shareholders will decide on the new appointment.

Remuneration of the Managing Board and Supervisory Board

The Supervisory Board decides on a transparent and comprehensible system for the remuneration of the Managing Board members and on the basis of this determines the specific remuneration of the individual Managing Board members. In an advisory capacity, the Shareholders' Meeting will approve the remuneration system presented by the Supervisory Board at least every four years.

The contracts of init Managing Board members have been concluded for three years and end as of 31 March 2022. The Shareholders' Meeting on 19 May 2021 approved the remuneration system of the Managing Board. However, the remuneration system as well as therecommendations of the Corporate Governance Code can only be applied for new or extensions of appointment.

Dr. Gottfried Greschner, Dr. Jürgen Greschner, Mr. Matthias Kühn and Ms. Jennifer Bodenseh were reappointed to the Managing Board of init effective 1 April 2022.

The members of the Supervisory Board receive remuneration that is appropriate to their tasks and the status of the company. It is determined by resolution of the Shareholders' Meeting. The larger amount of

time required of the Chairperson of the Supervisory Board was appropriately taken into account for the remuneration. The Deputy Chairperson of the init Supervisory Board does not require a larger amount of time. The previous remuneration system of the Supervisory Board does not provide for any additional remuneration for the work of the audit committee. This has been taken into account in the new remuneration system that will be proposed to the 2022 Shareholders' Meeting.

In a binding capacity, the Shareholders' Meeting also approves the remuneration system for the Supervisory at least every four years. The init Shareholders' Meeting on 19 May 2021 approved the remuneration system of the Supervisory Board.

The Managing Board and Supervisory Board prepare an annual remuneration report in accordance with the legal requirements. The Shareholders' Meeting will pass a resolution on the approval of the remuneration report for the preceding financial year for the first time from 2022 and yearly thereafter in an advisory capacity.

The remuneration systems and the remuneration report of both bodies as well as the auditor's report thereon are available in the Shareholders' Meeting section on the company's website.

Equal participation of women and men in management positions

When appointing the company's executives, the Managing Board considers the principle of diversity, and in particular endeavours to achieve the appropriate consideration of women for such positions. The Supervisory Board shares the opinion that it is necessary to increase the percentage of women in management positions in order to ensure that in future a higher number of suitable women are available for the positions in the Managing Board.

The amendments to the German Stock Corporation Act due to the "Law on Equal Participation of Men and Women in Private-Sector and Public-Sector Management Positions" required new resolutions.

The proportion of women in the Managing Board and Supervisory Board of init still stands at 25 per cent, which also corresponds to the target figure.

The proportion of women at the first management level below the Managing Board now stands only at 33 per cent, due to a reorganisation. The proportion at the second management level remains at 43 per cent. The Managing Board will strive to ensure that the proportion of women does not fall below 20 per cent at the first management level and 28 per cent at the second management level below the Managing Board. These targets were set in order to ensure sufficient flexibility in appointing suitable persons.

Karlsruhe, 21 March 2022

For the Supervisory Board

For the Managing Board



Hans-Joachim Rühlig
Chairperson

Jennifer Bodenseh
CFO