

Corporate Governance Report / Corporate governance statement

In this report, Sto SE & Co. KGaA and its personally liable partner STO Management SE describe all the processes involved in the management and monitoring of the Company (Corporate Governance) as well as the key corporate governance practices in accordance with Sections 289f and 315d of the German Commercial Code (HGB) and as stipulated in Principle 23 of the German Corporate Governance Code (GCGC) on the corporate governance of the Company in the 2024 financial year (Corporate governance statement). This combined document is part of the Annual report and, as such, is also published under 'Investor Relations' under the 'Corporate Governance & Compliance' section on the Sto website at www.sto.de. The Remuneration report in accordance with Section 162 of the German Stock Corporation Act (AktG) is published in the 'Investor Relations' section of the www.sto.de website, under the category 'Vergütungsbericht gem. § 162 AktG' (Remuneration report in accordance with Section 162 AktG). Further information on corporate governance, such as the Supervisory Board's Internal Rules of Procedure including the definition of its committees as well as the Corporate governance statements of previous financial years, are also available at www.sto.de in the 'Investor Relations' section or as part of the annual report.

Sto is committed to responsible and transparent management and monitoring of the Company, with a focus on sustainable value creation. All internal decision-making and control processes in the Sto Group are based on this principle.

1. Declaration of compliance in accordance with Section 161 of the German Stock Corporation Act by Sto SE & Co. KGaA on the recommendations of the Regierungskommission Deutscher Corporate Governance Kodex (Governmental commission German Corporate Governance Code)

The current and previous versions of this declaration are published on the website at www.sto.de. They can be found under 'Entsprechenserklärung' (Declaration of Compliance) by going to the 'Investor Relations' area and selecting the 'Corporate Governance & Compliance' category. The declaration is essentially reproduced below:

Statutory regulations, ethical standards, a sound financial policy, a strategy that is geared towards sustainability, and the German Corporate Governance Code (GCGC) all provide the foundation for our approach to corporate governance.

The German Corporate Governance Code in its version of 28 April 2022 was published in the Bundesanzeiger (German federal government gazette) on 27 June 2022.

In accordance with Section 161 of the German Stock Corporation Act (AktG), listed companies are legally obliged to declare once a year that the recommendations made in the GCGC have been and are being complied with, or which recommendations have not been or are not being applied and the reasons why not. Companies may deviate from suggestions without any obligation to provide an explanation.

Particularities due to the legal form of 'KGaA'

The GCGC is tailored to companies in the legal form of an 'Aktiengesellschaft' (public limited company) or a European Company (SE) and does not take into account the special features of the legal form of a KGaA. Many of the recommendations of the GCGC can therefore only be applied to Sto SE & Co. KGaA in a modified form. Significant modifications result in particular from the following special features specific to the legal form. Sto SE & Co KGaA (referred to below as the 'Company') is a 'Kommanditgesellschaft auf Aktien', which is a German legal form that is roughly equivalent to a partnership limited by shares. The tasks normally performed by the Executive Board of an 'Aktiengesellschaft' (German legal form that is comparable to a public limited company) are instead performed by the personally liable partner because of statutory provisions contained within the German Stock Corporation Act. The sole personally liable partner of the Company is STO Management SE, which acts through its management body and is therefore responsible for managing the Company's business. The personally liable partner receives the liability remuneration and expense allowance conforming to the Articles of Association.

In comparison to the Supervisory Board of an 'Aktiengesellschaft' (public limited company), the rights and obligations of the Supervisory Board of a 'KGaA' are restricted. In particular, the Supervisory Board of the Company does not have the authority to appoint personally liable partners or their corporate bodies. Nor is it authorised to specify their contractual conditions, to adopt rules of procedure relating to management, or to define business transactions requiring approval. These tasks in relation to the Executive Board of STO Management SE are performed by its Supervisory Board. The 'KGaA' does not have a labour relations director.

The Annual General Meeting of a 'KGaA' essentially has the same rights as the Annual General Meeting of an 'AG' ('Aktiengesellschaft' (public limited company)); in addition, it resolves on the approval of the annual

financial statement of the company. Numerous resolutions require the approval of the personally liable partner.

STO Management SE – acting through its Executive Board – as the personally liable partner of the Company, and the Supervisory Board of the Company jointly declare in accordance with Section 161 AktG (German Stock Corporation Act) that the Company complies with the recommendations of the 'Regierungskommission Deutscher Corporate Governance Kodex' (Governmental commission German Corporate Governance Code) with the following exceptions and taking into account the above-mentioned particularities specific to the legal form.

Since the last Declaration of compliance was issued, STO Management SE as personally liable partner of the Company and the Supervisory Board of the Company have complied with the recommendations of the 'Regierungskommission Deutscher Corporate Governance Kodex (Governmental commission German Corporate Governance Code)' with the exceptions stated in the last Declaration of compliance.

Principle 6:

Due to the Company's legal structure, the Supervisory Board has no authority to define transactions for the personally liable partner that require approval and has no authority with regard to the personally liable partner's personnel as a management body of the company and its internal structure.

Principle 8:

Due to the legal form, the Annual General Meeting does not have the authority to make decisions on the remuneration system of the personally liable partner. The personally liable partner of the Company receives the liability remuneration conforming to the Articles of Association and expense allowance conforming to the Articles of Association.

Principle 9 und Recommendations B.1 to B.5:

Due to the legal form, the Supervisory Board has no authority to make decisions regarding the personally liable partner as the Company's management body and/or the composition of the personally liable partner's corporate bodies. Please refer to the introductory remarks on the legal form.

The personally liable partner informs that, with regard to the recommendations in B.1 to B.5, it essentially acts in accordance with the underlying objectives of the recommendations. Insofar as Recommendations B.2 and B.5 refer to the Company's Corporate governance statement, the personally liable partner announces that it will include explanatory remarks there.

Recommendations C.6, C.7, C.8, and C.10:

Of the six members of the shareholder representatives on the Company's Supervisory Board, two members have been on the Supervisory Board for more than twelve years. One member of the Supervisory Board was a member of the Executive Board of the personally liable partner until 31 December 2023. These members do not have any other characteristics that indicate a possible dependency within the meaning of Recommendation C.7. The Supervisory Board is satisfied that – regardless of how long they have been members of the Company's Supervisory Board and regardless of their previous activities – these members are sufficiently independent of the Company and the personally liable partner. By virtue of their personal economic and professional circumstances, none of the three members are in any way reliant on their Supervisory Board activities on behalf of the Company. The Company believes that a mix of different experiences, qualifications and backgrounds is the best way to ensure optimal control of the Company. In the opinion of the Supervisory Board, the Chairperson of the Supervisory Board and the Chairperson of the Audit Committee, who are each one of the three members listed above, are therefore not to be considered dependent within the meaning of Recommendations C.7, C.8 and C.10.

Recommendation F.2:

The GCGC recommends that the prepared and audited consolidated annual financial statement of the Sto Group be made available to the public within 90 days after the end of the financial year and that financial information during the course of the year be made available to the public within 45 days after the end of the reporting period. In accordance with Section 325 (4) of the German Commercial Code (HGB), it is mandatory that the Annual financial statement, the Consolidated annual financial statement of the Sto Group, the Management and the Group Management report as well as the other documents be disclosed within four months after the end of a financial year. As has been the case in the past, the Company will continue to disclose the consolidated annual financial statement of the Sto Group by the end of April of the following year and will make the financial information during the course of the year available to the public within 90 days after the end of the reporting period.

Principle 24, Recommendations G.1 to G.14:

Due to the legal form, the Supervisory Board has no authority to determine the remuneration of the personally liable partner or its management body. As stated above, the personally liable partner of the Company receives liability remuneration in accordance with the Articles of Association and reimbursement of its expenses for managing the Company in accordance with the Articles of Association.

The personally liable partner has informed us that it bases the remuneration of the members of its management body essentially on the targets set out in Recommendations G.1 to G.14. The personally liable partner reports that the remuneration structure for the members of its management body is currently based on industry benchmarks and that the monetary remuneration components for the members of its management body comprise fixed and variable components. The variable remuneration components are differentiated according to a short-term and a long-term (multi-year) assessment basis, in each case based on the performance of the Company.

Recommendations G.15 and G.16:

As the Supervisory Board of the Company has no authority with regard to the remuneration of the management body, the recommendations are not applicable due to the specific legal form. The personally liable partner and the Supervisory Board of the Company report that members of the management body of the personally liable partner do not receive remuneration for exercising mandates on the Supervisory Board of the Company's Group.

Principle 26:

Since the remuneration of the personally liable partner is determined by the Articles of Association of the Company, the principle is not applicable due to the specific legal form. The personally liable partner hereby reports that, in the context of preparing the annual financial statements and the Management report, it will present the principles of the remuneration of its management body and will essentially be guided by the transparency objectives of the Remuneration report with regard to the personally liable partner as a whole. The Remuneration report also includes information on the remuneration of the Supervisory Board.

2. Remuneration report/remuneration system

Sto SE & Co. KGaA has a personally liable partner rather than an Executive Board due to the legal form of organisation. Therefore, the Remuneration report is produced in accordance with Section 162 of the German Stock Corporation Act (AktG) according to Section 278 (3) of the German Stock Corporation Act (AktG) by the personally liable partner instead of by an Executive Board.

Information concerning the remuneration and expense allowance paid to the personally liable partner STO Management SE and details of the main features of the remuneration system for the supervisory body of Sto SE & Co. KGaA can be found in the Remuneration report produced in accordance with Section 162 of the German Stock Corporation Act (AktG). The Remuneration report for the last financial year, the Independent Auditor's Report by the auditor in accordance with

Section 162 of the German Stock Corporation Act (AktG) and the latest remuneration resolution of the Company's Annual General Meeting in accordance with Section 113 (3) AktG have been made publicly accessible and have been made permanently available for inspection by the statutory deadline on the Company's website at www.sto.de, where they can be found in the 'Investor Relations' section under the category 'Vergütungsbericht gemäß § 162 AktG' (Remuneration report in accordance with Section 162 AktG).

3. Disclosures on corporate governance practices

3.1 Disclosures on the Annual General Meeting at the 'Kommanditgesellschaft auf Aktien' (roughly equivalent to a partnership limited by shares)

The Annual General Meeting of Sto SE & Co. KGaA essentially has the same rights as an Aktiengesellschaft (German public limited company). In addition, it resolves on the approval of the annual financial statement of Sto SE & Co. KGaA. Shareholders exercise their rights at the Annual General Meeting. As the personally liable partner of Sto SE & Co. KGaA, STO Management SE is responsible for convening the Annual General Meeting and the timely dispatch of all statutory reports and documents, including the agenda. These documents and the Annual report are also available on the Company's website. At the Annual General Meeting, the personally liable partner presents the annual financial statement of Sto SE & Co. KGaA, the consolidated annual financial statement of the Sto Group as well as the Management/Group management report for the previous financial year and explains the key events. Unlike the Annual General Meeting of an 'Aktiengesellschaft' (German public limited company), the Annual General Meeting of a 'Kommanditgesellschaft auf Aktien' (KGaA, roughly equivalent to a partnership limited by shares) cannot vote on the remuneration of the Executive Board or on a remuneration system, because there is no Executive Board in the case of this legal form. Rather, the (liability) remuneration and the expense allowance for STO Management SE as personally liable partner of Sto SE & Co. KGaA for taking over the management of the Company are determined by law and the Articles of Association of Sto SE & Co. KGaA.

For shareholders who cannot or do not wish to exercise their voting rights themselves at the Annual General Meeting, a voting proxy bound by instructions from the Company is available. As at the end of 2024, Sto SE & Co. KGaA's subscribed capital amounted to an unaltered figure of EUR 17.556 million. Each of the 4.320 million limited ordinary shares (ordinary shares) grants one voting right. The 2.538 million limited preference shares (preference shares) do not have voting rights but take priority for the purpose of profit distribution and are entitled to a higher dividend. There were no shares with preferential or multiple voting rights.

3.2 Compliance/Measures relating to corporate governance

Over and above the legal requirements and the German Corporate Governance Code, Sto SE & Co. KGaA bases its conduct on internal regulations and external standards. The activities for greater sustainability include the United Nations' 17 Sustainable Development Goals (SDGs). Sto is a member of the United Nations (UN) Global Compact, a global initiative under the auspices of the United Nations that sets out ten principles in the areas of human rights, labour standards, environmental protection and the fight against corruption. The implementation of the principles of UN Global Compact are set out in the Sustainability statement contained in the Group management report, which is published on the Company's website at www.sto.de in the 'Investor Relations' section under the category 'Geschäfts- und Zwischenberichte' (Annual and interim reports) as part of the Group management report in the Annual report.

The sustainability statement fulfils the reporting on sustainability at Sto in accordance with the requirements of the Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS).

Our most important internal regulations within the Company include the 'Principles for Cooperation and Management within the Sto Group', which include a set of Group-wide practice guidelines for all employees and managers. In addition to regulations for internal work procedures, they also include information on the principles stipulated by Global Compact.

The purpose of consistent compliance management is to ensure adherence to Company rules and values, and to make sure that all business practices within the Group are legally compliant. At Sto, compliance provides the foundation for integrity in the business arena. It underpins the Company's strong commitment to ethical and fair behaviour in our own organisation, and creates the framework for dealing with external partners.

Sto's Compliance Management System consists of several interconnected building blocks. It covers the areas of prevention, detection, and response, and is supported by the implemented risk management procedures, the directives, and extensive training and advice for employees worldwide. Ways and means are provided for reporting suspected or actual violations of Company rules and statutory regulations in order to facilitate the detection and complete investigation of misconduct. Every instance of misconduct is investigated thoroughly.

By following the logical sequence of the PDCA cycle (Plan, Do, Check, Act), the Compliance Management

System can be implemented using the optimum methodology and can be continuously developed by remedying weak points. The compliance risks can be recorded independently of the risk owner and individual risk and are integrated into the system. At Sto, compliance is integrated into the Company's operational and added-value processes from end to end, with implementation based on seamless and continuous communication. Responsible conduct is reinforced and indelibly imprinted on the minds of all employees through the 'tone from the top' strategy adopted by the Executive Board of STO Management SE. Moreover, legally compliant, risk-aware, opportunity-oriented, and informed action in a dynamic business environment help to ensure Sto's competitiveness and sustainable corporate success in line with Sto's corporate mission of 'Building with conscience.'

3.3 Accounting and auditing of financial statements

The accounting of the Sto Group is based on the International Financial Reporting Standards (IFRS Accounting Standards) as applied in the European Union. The annual financial statement of the parent company Sto SE & Co. KGaA is based on the reporting standards of the German Commercial Code (HGB).

The annual and consolidated annual financial statements of Sto SE & Co. KGaA, including the respective management report and Group management report, are audited by an independent auditing company, which is elected by the Annual General Meeting at the proposal of the Supervisory Board. The election is preceded by an independence check in order to ensure that any conflicts of interest that might give rise to doubts concerning the impartiality of the auditor are ruled out at an early stage.

The auditor responsible takes part in the deliberations of the Supervisory Board of Sto SE & Co. KGaA concerning the Annual financial statement and the Consolidated annual financial statement as well as in the corresponding Audit Committee meeting where the auditor reports on the key findings of their audit. The exchange with the Supervisory Board and the Audit Committee takes place both with and without the participation of the personally liable partner.

3.4 Transparency and external reporting

Sto SE & Co. KGaA informs its shareholders, financial analysts, the media, and the general public about important topics in a regular, timely and comprehensive manner. These include, in particular, the economic situation and development of the Company/Group, as well as important business changes within the Group. The Company uses a variety of media for this purpose.

Annual and interim reports, press releases and voting rights announcements, inside information and all

financial reporting, including the Group sustainability statement contained in the Group management report, as well as other significant information can be found on the Internet at www.sto.de under 'Investor Relations' - much of it also in English. Annual and half-yearly financial reports are also lodged with and published in the German federal government gazette (Bundesanzeiger) and in the companies register on the day of publication.

Significant dates in the context of financial communication are continuously published in the financial calendar of the Annual Report and on the Company's website. The dates are updated as necessary.

3.5 Effectiveness of the internal control system and risk management system

The Executive Board of the personally liable partner STO Management SE has initiated and implemented an integrated approach to governance, compliance, and risks that aims to ensure adequate and effective internal control and risk management. The measures implemented within the context of this approach aim to ensure the effectiveness and adequacy of internal control and risk management, and are described in the Risks and opportunities report, for example. The measures also include processes and systems for entering and processing sustainability-related data. Independent monitoring and audits take place, especially through audits by the Internal Audit division and its reporting to the Executive Board of the personally liable partner STO Management SE as well as to the Audit Committee of the Supervisory Board, and through other external audits.

Based on the examination of the Internal control and risk management as well as the reporting of the Internal Audit function, the personally liable partner and its Executive Board are not aware of any circumstances that speak against the adequacy and effectiveness of these systems.

4. Description of the operating principles of the personally liable partner STO Management SE and the Supervisory Board as well as the composition and operating principles of the committees

Sto SE & Co. KGaA is subject to the German stock corporation law. As a 'Kommanditgesellschaft auf Aktien' (roughly equivalent to a partnership limited by shares), the governing bodies of Sto SE & Co. KGaA are the personally liable partner of the Company STO Management SE, which is responsible for managing the Company's business, the Supervisory Board and the Annual General Meeting. There is a separation in terms of personnel between management of the Company and monitoring of the Management Board in accordance with the statutory regulations. The duties and powers of the governing bodies and the requirements for their operating principles and composition of the

management and supervisory bodies are essentially derived from the German Stock Corporation Act and the Articles of Association of Sto SE & Co. KGaA as well as the Internal Rules of Procedure. The Articles of Association of the Company and the Internal Rules of Procedure for the Supervisory Board and its committees are available on the Company's website at www.sto.de in the 'Investor Relations' section under the category 'Corporate Governance & Compliance'.

4.1 Personally liable partner

4.1.1 General information

The sole personally liable partner of Sto SE & Co. KGaA is STO Management SE. The personally liable partner is responsible for the management of Sto SE & Co. KGaA in accordance with the statutory amendments to the German Stock Corporation Act and the Articles of Association of the Company. The personally liable partner STO Management SE acts through its management body, i.e. its Executive Board, via which it governs and manages Sto SE & Co. KGaA on behalf of STO Management SE. Within this context, STO Management SE acts under its own authority and in the interests of the Company; this means aiming to achieve sustainable added value while keeping the needs of shareholders, employees, and other stakeholders in mind. In its work, the personally liable partner STO Management SE complies with all statutory regulations, and observes the GCGC as well as other recognised external standards, and Company regulations.

As stated in the Declaration of compliance, the personally liable partner informs that it is guided by the succession planning strategy described below in accordance with Recommendation B.2 of the GCGC as well as the endeavour for diversity in accordance with Recommendation B.1 of the GCGC as set out below under 4.1.2 and also in principle by Recommendations B.3 to B.5 of the GCGC. The personally liable partner, through its supervisory body, ensures long-term succession planning when appointing its management body by specifically observing internal and external persons with extraordinary potential, in some cases also involving external consultants, and is guided by the age limits for the Supervisory Board and the Executive Board, among other things, the standard age limits of the statutory social security system. First-time appointments are made for a shorter period than the statutory maximum appointment period, and premature reappointments within the meaning of B.5 of the GCGC are regularly avoided.

The personally liable partner STO Management SE develops the corporate strategy and ensures this strategy is implemented. Its tasks also include drawing up the annual financial statement of Sto SE & Co. KGaA, the consolidated annual financial statement of the Sto

Group, the half-year financial report, and the interim reports. It makes arrangements that are necessary in order to ensure compliance with legal requirements and company-internal directives within the Sto Group (see Section '3.2 Compliance/Measures relating to corporate governance'), and is responsible for the establishment and further development of the internal control and risk management system. Detailed information about risk management is provided in the Group management report, which is part of this Annual report.

4.1.2. Diversity, information concerning Sections 76, 111 of the German Stock Corporation Act (AktG)

Due to its legal form of organisation, Sto SE & Co. KGaA does not have an Executive Board, but has a personally liable partner – i.e. the legal entity that is STO Management SE – meaning that it cannot have a diversity concept or any requirements for men and women in the body authorised to represent the Company; Section 76 (3a) of the German Stock Corporation Act does not apply to it due to the legal form of organisation. For information purposes only, it is hereby disclosed that in the financial year 2024, the Executive Board of the personally liable partner consisted of three men and one woman from January to August, four men and one woman from September to December, and three men and one woman since January 2025.

In accordance with Section 76 (4) of the German Stock Corporation Act (AktG), Executive Boards of listed companies are legally required to set target figures for the percentage of women at the two management levels below the Executive Board. At Sto SE & Co. KGaA, which does not have an Executive Board due to its legal form of organisation, this is the responsibility of the personally liable partner STO Management SE in accordance with Section 278 (3) of the German Stock Corporation Act (AktG). The latter promotes diversity as required by the GCGC, which it considers an important success factor for the future of the Group. Sto SE & Co. KGaA endeavours to include people of different age groups, professional qualifications, educational or professional backgrounds and genders in the composition of the Supervisory Board – as well as in the workforce. The Nomination Committee and Supervisory Board also take account of this when submitting nomination proposals to the Annual General Meeting. Furthermore, industry-specific conditions and the current proportion of women in the workforce were also taken into account when setting the target quotas.

The Executive Board of the personally liable partner STO Management SE had originally established the goal of achieving a women's quota of 4.0 % for management positions a level below the personally liable partner, i.e. the division manager level, and of 20.0 % for the department manager level by 31 December

2025. As at 31 December 2024, 5.0 % of the management positions at the division management level and 10.7 % of the department manager positions were held by women. By 31 December 2025, these percentages are expected to be at 5.0 % and 9.1 % respectively.

Despite the relevant requests having been submitted during the process of searching for candidates, it was not possible to find a suitable female candidate in each case during the 2024 financial year. This means that the proportion of women at the second management level still falls short of the set quota target.

4.2 Supervisory Board

The Supervisory Board of Sto SE & Co. KGaA monitors and advises the personally liable partner STO Management SE in the management of its business. Furthermore, it checks for compliance with the statutory disclosure rules in the manner detailed by the Supervisory Board and is directly involved in all decisions of fundamental importance to Sto SE & Co. KGaA. The work of the Supervisory Board is governed by statutory regulations, the Articles of Association, the GCGC as well as by internal rules of procedure. The latest versions of these are available on the Company website at www.sto.de and can be found under 'Geschäftsordnung Aufsichtsrat' (Supervisory Board Internal Rules of Procedure) by going to the 'Investor Relations' section and selecting the 'Corporate Governance & Compliance' category.

In comparison to the Supervisory Board of an Aktiengesellschaft (German public limited company), the rights and obligations of the Supervisory Board of Sto SE & Co. KGaA are restricted. For instance, it does not have the authority to appoint personally liable partners or their corporate bodies. Nor is it authorised to specify their contractual conditions, to adopt rules of procedure relating to management, or to specify business transactions requiring approval. In relation to the Executive Board as the management body of STO Management SE, these tasks are performed by its Supervisory Board.

The Supervisory Board discusses business development and planning as well as the strategy, including the sustainability strategy and its implementation, at regular intervals. It audits the annual and consolidated financial statement, the management report of Sto SE & Co. KGaA and the Group, including the Group sustainability statement contained therein and the dependent company report. It approves the annual and consolidated financial statements, based on the results of the preliminary audit carried out by the Audit Committee, and the auditor's reports. The Supervisory Board decides on the personally liable partner's proposal for the appropriation of net income and the Supervisory Board's report to the Annual General

Meeting. Together with the personally liable partner, the Supervisory Board is responsible for the Remuneration report. In addition, the Supervisory Board monitors compliance management and, in particular, also handles sustainability issues that fall under the heading of Environmental, Social and Governance (ESG). The Supervisory Board regularly receives reports from the personally liable partner concerning the Sto sustainability strategy and the status of its implementation. The Supervisory Board deals with the opportunities and risks associated with social and environmental factors on behalf of Sto, as well as the ecological and social impact of the business activities. The Supervisory Board and the Audit Committee also deal with the sustainability statement that has been integrated into the Group management report since the 2025 financial year, which was prepared in accordance with the requirements of the CSRD and ESRS and which Sto SE & Co. KGaA has subjected to a voluntary limited assurance audit by the auditor for the 2024 financial year. The consolidated annual financial statement and Group management report, including the consolidated sustainability statement of the Sto Group contained therein, and the annual financial statement and management report of Sto SE & Co. KGaA are examined in detail by the Supervisory Board on the basis of the earnings of the auditor, the audit procedures of its Audit Committee and as part of its activities in the full Supervisory Board. The personally liable partner discusses the half-year financial report and the interim reports produced within the first and second half year with the Chairperson of the Supervisory Board and the Chairperson of the Audit Committee, who consult with the other members of the Supervisory Board. Together with the personally liable partner STO Management SE, the Supervisory Board prepares the Remuneration report in accordance with Section 162 of the German Stock Corporation Act and submits it to the auditor for audit.

Committee meetings are held regularly to prepare for Supervisory Board meetings (see the following details under 'Committees' in this report) and separate preparatory meetings are held for shareholder and workers' representatives. The Supervisory Board also meets regularly without the personally liable partner. Each Supervisory Board member must disclose any conflicts of interest to the Supervisory Board.

The Supervisory Board of Sto SE & Co. KGaA held seven meetings in the 2024 financial year. The details of the work undertaken by the Supervisory Board and focal points of its meetings and committees are explained in depth in the report of the Supervisory Board.

4.2.1 Efficiency review and professional development

The Supervisory Board and its committees regularly review how effectively the Supervisory Board is

performing its tasks internally and with the involvement of external advisors. In the 2024 financial year, the Supervisory Board conducted an internal efficiency review as part of a separate organisational and professional-development session without any representatives from the personally liable partner present. During this session, it addressed the efficiency of its monitoring and advisory activities in separate agenda items and received training on the new requirements associated with current legislation. The review was carried out in particular at the organisational meeting as part of a comprehensive self-analysis by all members present, analysing the changes to previous meetings in the sense of a progress analysis and defining a catalogue of measures for further optimisation. The organisational analysis took the form of a PDCA (Plan, Do, Check, and Act) cycle. An external lawyer was on hand at the meeting to assist with any legal questions that arose. The results of the review confirmed that cooperation is professional, constructive, critical, and characterised by a high level of trust as well as openness – both internally within the Supervisory Board and in its dealings with the management and supervisory bodies of the personally liable partner STO Management SE. The organisational meeting confirmed that meetings are organised and conducted efficiently, and that there is an adequate supply of information. No fundamental need for change was identified. Individual suggestions were and are being taken on board and implemented. Within this context, attention was – and is – paid to ensuring that the members of the Supervisory Board undertake adequate professional development which primarily covers current developments in the legal requirements for the Supervisory Board and the Company, but also issues relating to the Company's business. Especially after new elections, an onboarding and repetition process is carried out for the members of the Supervisory Board through comprehensive information and training.

4.2.2 Committees

To increase the efficiency of the activities of the Supervisory Board, technically qualified committees are formed. The members of the committees are listed in the overview below. In 2024, the Audit Committee and the Finance Committees met regularly and the Nomination Committee met once to deal with complex issues in advance of the Supervisory Board meetings and to prepare the results for the full Supervisory Board. The work of the committees is described in detail in the report of the Supervisory Board. The composition of the committees is shown in the list below under 'Composition of the Supervisory Board and its committees'.

In particular, the Audit Committee monitors the accounting, and the accounting process. It is responsible for the preliminary audit of the annual and consolidated financial statements as well as the management report of Sto SE & Co. KGaA and the Group management

report of the Sto Group, including the Group sustainability statement contained therein. On the basis of the auditor's report on the audit of the financial statements, it submits proposals for the approval of the annual and consolidated annual financial statements by the Supervisory Board following its own preliminary audit. The Audit Committee is responsible for discussing the half-year financial report with the personally liable partner and the auditor. The Audit Committee also deals with reporting on non-financial topics and sustainability as well as special topics such as a European Market Infrastructure Regulation (EMIR) audit in accordance with Section 20 of the German Securities Trading Act (WpHG). Furthermore, the Audit Committee is tasked with checking the regulations governing company compliance and checking the risk monitoring system, the suitability and effectiveness of the Company's Internal control system, the risk management system, and the internal auditing system. Internal Group audit reports regularly to the Audit Committee. The Audit Committee prepares the Supervisory Board's proposal to the Annual General Meeting on the election of the auditor and the auditor of the sustainability statement (reporting in accordance with CSRD) and submits a corresponding recommendation to the Supervisory Board. Before submitting the nomination proposal, the Audit Committee examines whether there are any doubts about the independence of the proposed auditor. The Supervisory Board issues the audit mandate to the auditor following the resolution of the Annual General Meeting. The Audit Committee monitors the audit as well as the selection, independence, qualification, rotation and efficiency of the auditor and the services provided by the auditor. The planned non-audit services are approved on the basis of a pre-approval catalogue for the following year. Additional non-audit services are also approved by the Audit Committee prior to assignment. It regularly assesses the quality of the audit. The Supervisory Board is also in regular dialogue with the auditor outside of meetings via the Chairperson of the Audit Committee. The Audit Committee regularly consults with the auditor without the Executive Board. The chairperson of the Audit Committee also discusses the progress of the audit with the auditor outside of meetings.

According to the provisions of the German Stock Corporation Act, at least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing. According to the GCGC, the expertise in the area of accounting must consist of specialist knowledge and experience in the application of accounting principles and use of internal control and risk management systems, while the auditing expertise must consist of specialist knowledge and experience in auditing, including accounting and auditing of financial statements as well as sustainability statement and the auditing thereof.

The Supervisory Board and its Audit Committee each have at least one member with expertise in the field of accounting, Dr Stotmeister, and at least one other member with expertise in the field of auditing, Dr Neumann-Schäfer, the Chairperson of the Audit Committee until 19 June 2024, and Mr Wöhrle, the Chairperson of the Audit Committee from 19 June 2024. The CVs of Dr Neumann-Schäfer, Mr. Wöhrle and Dr Stotmeister are published on the Company's website at www.sto.de, where they can be found by selecting 'Führung und Management' (Leadership and Management) and then 'Aufsichtsrat der Sto SE & Co. KGaA' (Sto SE & Co. KGaA's Supervisory Board). As can be seen from the CVs, both Dr Neumann-Schäfer as well as Mr Wöhrle have many years of experience in auditing and sustainability after having served as a Chief Financial Officers (CFOs) and as members of various supervisory board audit committees at other listed companies. They also have detailed knowledge and experience in the area of accounting as well as internal control and risk management systems. Dr Stotmeister has proven academic and practical experience and knowledge of accounting principles and internal control and risk management systems from her university research, her doctorate and her work as an investment manager. Dr Neumann-Schäfer, who as a financial expert has the special knowledge required for this office, is independent, is not simultaneously Chairperson of the Supervisory Board and was not been a member of the Executive Board during the last two financial years. Mr Wöhrle, who as a financial expert also has the special knowledge required for this office, is independent, is not also Chairperson of the Supervisory Board and was only the Chief Financial Officer of the personally liable partner STO Management SE until 31 December 2023. As already stated in the Declaration of compliance, the personally liable partner and the Supervisory Board of Sto SE & Co. KGaA do not consider this to be a circumstance impairing independence.

In particular, the Finance Committee has the task of reviewing and discussing the Company's investment priorities on the basis of the Company's overall strategy. In addition, it prepares the Supervisory Board's discussion of the financial situation and organisation of the Company, including the annual planning (budget) as well as investments in property, plant and equipment, and financial measures.

A Nomination Committee is formed if there are upcoming Supervisory Board elections. The Nomination Committee is tasked with proposing suitable candidates to the Supervisory Board for the election of Supervisory Board members representing shareholders at the Annual General Meeting. In addition to the required knowledge, skills and professional experience of the proposed candidates, the targets specified by the Supervisory Board for its composition are to be adequately taken into account, while at the same time

endeavouring to fulfil the competence profile. The Nomination Committee met once in 2024, following a change to the Supervisory Board with the departure of Dr Neumann-Schäfer from the Supervisory Board and the election of Mr Wöhrle.

4.2.3 Composition of the Supervisory Board and its committees

In accordance with the German Co-Determination Act, the Supervisory Board is made up of an equal number of shareholder and workers' representatives. The Supervisory Board members representing the shareholders are elected by the Annual General Meeting with a simple majority. Elections to the Supervisory Board are regularly held as individual elections. The employees' Supervisory Board members are elected in accordance with the provisions of the Co-Determination Act.

There were no amendments to the composition of the workers' representatives in the 2024 financial year. There was an amendment to the composition of the members to be elected by the shareholder representatives due to the retirement of Dr Neumann-Schäfer from the Supervisory Board and as Chairperson of the Audit Committee at the Annual General Meeting of Sto SE & Co. KGaA on 19 June 2024 in line with the age limit and rotation schedule. The aforementioned Annual General Meeting elected Mr Wöhrle as a new member of the Supervisory Board. The Supervisory Board then elected Mr Wöhrle as Chairperson of the Audit Committee. In accordance with the provisions of the German Stock Corporation Act and the German Co-Determination Act as well as the Articles of Association of Sto SE & Co. KGaA, the Supervisory Board of Sto SE & Co. KGaA had equal representation of shareholder and employee representatives in the 2024 financial year as follows:

Peter Zürn

Bretzfeld-Weißensburg/Germany, Kaufmann (merchant), Member of the Supervisory Board since 27 June 2007, Chairperson of the Supervisory Board since 22 June 2022, Chairperson of the Nomination Committee since 22 June 2022

Niels Markmann*

Gelsenkirchen/Germany, Chairperson of the General Works Council and Chairperson of the Works Council for the North-West Sales Region, Sto SE & Co. KGaA, Member of the Supervisory Board since 24 April 2020, Deputy Chairperson of the Supervisory Board since 22 June 2022, Member of the Finance Committee

Maria H. Andersson

Munich/Germany, Family Officer, Partner, Managing Director, Member of the Supervisory Board since 14 June 2017, Chairperson of the Finance Committee since 14 June 2017

Thade Bredtmann*

Pfalzgrafenweiler/Germany, Vice President Human Resources Sto Group, Member of the Supervisory Board since 22 June 2022, Member of the Audit Committee

Klaus Dallwitz*

Maintal/Germany, Order Acceptance and Route Scheduling Administrator, Sto SE & Co. KGaA, Member of the Supervisory Board since 22 June 2022

Catharina van Delden

Munich/Germany, entrepreneur, Member of the Supervisory Board since 22 June 2022

Petra Hartwig*

Bad Zwesten/Germany, Trade Union Secretary at IG BCE, District Manager for the district of Kassel, Member of the Supervisory Board since 22 June 2022

Frank Heßler*

Mannheim/Germany, Political Trade Union Secretary, Deputy Regional Manager of IG BCE for the regional district of Baden-Württemberg, Member of the Supervisory Board since 14 June 2017

Barbara Meister*

Blumberg/Germany, Chairperson of the Stühlingen Works Council, Sto SE & Co. KGaA, Member of the Supervisory Board since 1 June 2010, Member of the Finance Committee, Member of the Audit Committee

Dr Renate Neumann-Schäfer

Überlingen/Germany, Corporate consultant, Economist, Member of the Supervisory Board from 14 June 2017 to 19 June 2024, Chairperson of the Audit Committee from 14 June 2017 to 19 June 2024

Prof Dr Klaus Peter Sedlbauer

Rottach-Egern/Germany, Chair of Building Physics at the Technical University of Munich, Member of the Supervisory Board since: 27 June 2007, Member of the Nomination Committee

Dr Kirsten Stotmeister

Lauchringen/Germany, Family Office Head of Finance/Treasury, Member of the Supervisory Board since 22 June 2022, Member of the Audit Committee, Member of the Finance Committee, Member of the Nomination Committee

Rolf Wöhrle

Bad Dürkheim/Germany, Board Member, Member of the Supervisory Board since 19 June 2024, Chairperson of the Audit Committee since 19 June 2024

* Employee representatives

In principle, the current term of office ends at the end of the Annual General Meeting in 2027. When proposing new members, the Supervisory Board must ascertain that the candidates can invest the necessary time involved and must examine their personal and business relationships with the Company, its corporate bodies, and major shareholders, any other criteria listed in C.6 of the GCGC concerning the independence of the candidates, while also ensuring that the necessary fields of expertise are covered to the required extent.

4.2.4 Diversity of the Supervisory Board/age limit

In accordance with Section 96 Paragraph 2 Sentence 1 of the German Stock Corporation Act, it must be ensured that at least 30 % of the Supervisory Board consists of women or men respectively when new members are being appointed to the Supervisory Board of co-determined listed companies. The minimum percentage must be fulfilled by the Supervisory Board as a whole, unless the shareholder or the employee representatives object to the overall fulfilment in accordance with Section 96 (2) Sentence 3 of the German Stock Corporation Act (AktG). A corresponding objection was resolved and declared by the Supervisory Board of Sto SE & Co. KGaA by both the shareholder representatives and the workers' representatives. Accordingly, the body is to include at least two women or men, respectively, on the side of both the shareholders and the workers' representatives. This obligation has been

fulfilled in full: until 19 June 2024, four of the six shareholder representatives were women; since 19 June 2024, three of the six shareholder representatives and continuously two of the six workers' representatives on the Supervisory Board of Sto SE & Co. KGaA have been women.

In Section 2 (1) of its Internal Rules of Procedure, the Supervisory Board stipulates that Supervisory Board members should not normally serve beyond the end of the Annual General Meeting following the completion of their 70th year of age.

4.2.5 Expertise and diversity targets, and skills profile

The composition of the Supervisory Board ensures that it has the necessary expertise, skills, and professional experience required to properly carry out its tasks. All members of the Supervisory Board member are proven experts in their respective fields. At its meeting on 29 February 2024, the Supervisory Board resolved to update its competence profile, which also includes the diversity objectives within the meaning of Section 298f. no. 6 of the German Commercial Code (HGB).

The skills profile is published on the Company's website at www.sto.de, where it can be found by selecting 'Führung und Management' (Leadership and Management) and then 'Aufsichtsrat der Sto SE & Co. KGaA' (Sto SE & Co. KGaA's Supervisory Board).

Skills profile matrix for the Supervisory Board of Sto SE & Co. KGaA

(Dr Neumann-Schäfer until and Mr Wöhrle from 19 June 2024)

Experiences & knowledge	Maria H. Andersson	Thade Brechtmann	Klaus Dallwitz	Catharina van Delden	Petra Hartwig	Frank Heßler	Niels Markmann	Barbara Meister	Dr Renate Neumann-Schäfer	Prof. Dr Klaus Peter Sedlbauer	Dr Kirsten Stotmeister	Rolf Wöhrle	Peter Zürn
Managing corporate groups, companies, associations, and networks	x	x		x	x	x			x	x		x	x
Construction sector (construction & construction supply sector), connected value chains & markets	x	x	x			x	x	x	x	x	x	x	x
Finance, accounting, legal affairs, and risk management (compliance and governance), sustainability & CSR, accounting and auditing of financial statements (financial expert)	x								x		x	x	
Sustainability, internationalisation, innovation, research, development & technology		x		x						x			
Digitisation, IT, business models, production technology	x			x				x	x	x		x	x
Sales & marketing, human resources, HR development, social affairs, communications, media	x	x	x	x	x	x	x	x	x			x	x
Economic sectors other than the construction sector	x	x		x	x	x			x	x	x	x	x

The Supervisory Board will review the competence profile and targets on a regular basis and report on the further development and achievement of the targets. The status of implementation is disclosed annually in the form of a qualification matrix in the Corporate governance statement. The current skills matrix is shown in the following list.

As explained above, the Supervisory Board consists of five women and seven men. At the time of drawing up this report, the ages of the members ranged from 40 to 65. The members of the Supervisory Board come from a variety of occupational and educational backgrounds, some of which are commercial/industrial and some of which are academic. Some members have worked as employees and others have been self-employed in the capacity of specialists or senior executives. One member is a professor at a German university. Several nationalities are represented on the Supervisory Board. The Supervisory Board therefore considers its diversity targets to be fulfilled at present.

As can be seen, two out of the six shareholder representatives sitting on the Company's Supervisory Board have been members of the Supervisory Board for more than twelve years. One Member of the Supervisory Board was a member of the Executive Board of the personally liable partner until 31 December 2023. These members do not have any other characteristics indicating a possible dependency within the meaning of Recommendation C.7 of the GCGC. The Supervisory Board is satisfied that – regardless of how long they have been members of the Company's Supervisory Board – these members are sufficiently independent of the Company and the personally liable partner. By virtue of their personal economic and professional circumstances, none of them are in any way reliant on their Supervisory Board activities for the Company. The Company believes that a mix of different experiences, qualifications and backgrounds is the best way to ensure optimal control of the Company.

Information in accordance with Sections 289a and 315a of the German Commercial Code (HGB) and explanations by the personally liable partner

Sto SE & Co. KGaA wishes to make clear that only non-voting preference shares in its share capital are traded on an organised market within the meaning of Sections 289a and 315a of the German Commercial Code (HGB). Consequently, the following information is only provided in the interest of transparency but without any legal obligation. The following information reflects the situation as at the balance sheet date of 31 December 2024.

Composition of subscribed capital

The subscribed capital of Sto SE & Co. KGaA amounts to a total of EUR 17,556,480.00. It is divided into

4,320,000 registered limited ordinary shares ('ordinary shares') and 2,538,000 limited preference bearer shares ('preference shares') at a notional nominal value of EUR 2.56 each.

Restrictions on voting rights or the transfer of shares

To the knowledge of the personally liable partner STO Management SE, there are no restrictions relating to the transfer of preference shares. In accordance with Sections 4 (1), 16 of the articles of association of Sto SE & Co. KGaA, the preference shares do not confer any voting rights. Of the 4,320,000 ordinary shares, a total of 3,888,000 shares were held by the Stotmeister family as at the end of 2024 (Stotmeister Beteiligungs GmbH 3,887,996 shares, Jochen Stotmeister 1 share, Gerd Stotmeister 1 share, Helga Stotmeister 1 share, Heidi Heimburger 1 share), while 432,000 shares were held by Sto SE & Co. KGaA as at the end of 2024. As registered shares, the transferability of the ordinary shares held by the family is restricted by the requirement of approval by the Company, represented by the personally liable partner (and by internal family agreements), and is not otherwise traded on the capital market.

Direct or indirect shareholdings in capital exceeding 10 % of the voting rights

The 432,000 ordinary shares held by Sto SE & Co. KGaA do not have any voting rights. As described above, the remaining ordinary shares are held by the Stotmeister family, who thus holds 90 % of what are in principle the shares with voting rights.

Holders of shares with special rights

At Sto SE & Co. KGaA, there are 2,538,000 preference shares with a special right in the form of an advance dividend in the amount of EUR 0.06 as well as a minimum dividend in the amount of EUR 0.13 per preference share in accordance with Section 16 of the articles of association of Sto SE & Co. KGaA.

Type of control of voting rights in case of employee shareholdings

The employees have no autonomous shareholding in Sto SE & Co. KGaA. Nevertheless, no employee is prevented from acquiring and selling preference shares on the capital market.

Appointment and dismissal of the Management Board as well as amendments to the articles of association

In the legal form of a 'Kommanditgesellschaft auf Aktien' (KGaA, partnership limited by shares), the personally liable partner has the legal authority to manage and represent the Company. The personally liable partner of Sto SE & Co. KGaA is STO Management SE. It acts through its Executive Board. The co-determined

Supervisory Board of Sto SE & Co. KGaA is not authorised to appoint or dismiss the personally liable partner or its Executive Board as the management body of STO Management SE. Rather, the personally liable partner has joined the Company by means of a declaration. The appointment and dismissal of the Executive Board of STO Management SE is carried out by the Supervisory Board of STO Management SE in accordance with the provisions of the articles of association and the law. As stipulated by Sections 278 (3), 133, 179 of the German Stock Corporation Act (AktG), amendments to the articles of association of Sto SE & Co. KGaA require a resolution by the Annual General Meeting of Sto SE & Co. KGaA. This resolution requires a majority of at least three quarters of the voting share capital represented at the adoption of the resolution. Furthermore, amendments to the articles of association also require the consent of the personally liable partner STO Management SE in accordance with Section 285 (2) of the German Stock Corporation Act (AktG).

Powers of the personally liable partner STO Management SE, in particular with regard to the possibility of issuing or buying back shares

At Sto SE & Co. KGaA there is currently neither authorised nor contingent capital; no share buyback programme is in place either.

Material agreements of the Company under the condition of a change of control following a takeover bid

With the exception of a syndicated loan contract, the Company has not entered into any significant agreements which would become effective in the case of a change in control. The aforementioned syndicated loan contract stipulates legal consequences in the case that 50 % or more of the capital shares or voting rights in Sto SE & Co. KGaA are to be transferred to one or more persons acting in concert. This does not apply as long as Stotmeister Beteiligungs GmbH directly or indirectly holds more than 50 % of the capital shares and more than 50 % of the voting rights in Sto SE & Co. KGaA.

Compensation agreement of the Company with the members of the management body of the personally liable partner or employees in the event of a takeover bid

The Company has not entered into any compensation agreements with the members of the Executive Board of the personally liable partner or employees in the event of a takeover bid.