

Dear shareholders,

In the 2023 reporting year, the Supervisory Board performed the duties incumbent upon it in accordance with the law, the articles of association and the rules of procedure. The Supervisory Board constantly monitored the work of the Management Board and provided advice. This was based on the written and verbal reports submitted by the Management Board, the information provided by the Management Board at Supervisory Board meetings and regular consultations between the Management Board and the Chairman of the Supervisory Board. Between the regular Supervisory Board meetings, the Chairman of the Supervisory Board regularly exchanged information with the Management Board in order to ensure a comprehensive exchange of information between the boards. Within the Supervisory Board, the Chairman of the Supervisory Board also regularly exchanged information with members of the Supervisory Board on current company issues.

The Supervisory Board was informed about the intended business policy, strategy, corporate planning, the risk situation and risk management, compliance, the current development of the business situation and significant business transactions as well as the situation of the company and the Group as a whole.

The Supervisory Board held seven Supervisory Board meetings in the 2023 financial year. Four of these meetings were held in person, while the other meetings of the Supervisory Board were held as video and telephone conferences. At regular intervals, the Management Board provided the Supervisory Board with comprehensive information on the economic and financial development of the company, including the risk situation, at the Supervisory Board meetings and provided additional information on request.

Dr. Ursula Schütze-Kreilkamp and Konrad Mitterski were each unable to attend two Supervisory Board meetings, while Florian Schuhbauer and Paul Owsianowski were each unable to attend one Supervisory Board meeting due to scheduling conflicts. The other members of the Supervisory Board attended all seven Supervisory Board meetings. In accordance with the recommendations of the German Corporate Governance Code, the Supervisory Board also met regularly without the Management Board.

The Supervisory Board has formed an Audit Committee and a Personnel and Remuneration Committee. The Audit Committee held five meetings in the 2023 financial year. Three of these meetings were held in person with a video link, while the other meetings of the Audit Committee were held as video and telephone conferences. Konrad Mitterski was unable to attend one meeting of the Audit Committee due to scheduling conflicts. The Remuneration Committee held one meeting in person in the 2023 financial year, which was attended by all members of the Remuneration Committee.

## **Changes to the Supervisory Board**

There were no changes to the composition of the Supervisory Board in the 2023 reporting year.

### **Conflicts of interest**

During the reporting period, the Supervisory Board was not informed by its members of any circumstances that could give rise to a significant and not merely temporary conflict of interest.

### **Training and further education measures**

The company offered a training course for the members of the Supervisory Board. The content of the training course was the legal constitution of stock corporations and aspects of capital market law relevant to stock corporations.

### **Focus of the Supervisory Board's deliberations**

In addition to overarching topics, the Supervisory Board dealt with issues relating to individual areas and, where necessary, passed the necessary resolutions. The Supervisory Board meetings in the reporting year focused on the following:

- Annual and consolidated financial statements for the 2022 financial year, declaration of compliance and dependent company report
- Capital increase of Vita 34 AG from the Authorized Capital 2022
- Planning of the annual budget of Vita 34 AG for the 2023 financial year
- Financing for the Vita 34 Group and conclusion of a loan agreement with Commerzbank AG
- Determination of a target for the minimum proportion of women on the Supervisory Board and Management Board of Vita 34 AG
- Economic development of the Group in the 2023 financial year
- Investments in the development of business areas in the Middle East
- Cooperation and coordination with the auditor
- Change or retention of the company name of Vita 34 AG
- Implementation and revision of the risk management and internal control systems for the Vita 34 Group
- Management Board matters (Management Board bonus (discretionary bonus and STI), approval of the granting of power of attorney to Mr. Gernot Tölle by

the Management Board of Vita 34 AG, termination of the Management Board mandate and the Management Board service contract with Dirk Plaga)

- Licensing of intellectual property by FamiCord TX
- Management of the subsidiaries of the Vita 34 Group
- Approval of the conclusion of the merger agreement between PBKM sp. Zo.o and Cryoprofil S.A
- Proposed resolutions for the Annual General Meeting 2023, including the proposals to revoke the resolution of the Annual General Meeting of June 29, 2022 under agenda item 8 on the change of the company's name and the corresponding amendment to the Articles of Association as well as on an amendment to Sections 22 and 21 para. 1 of the Articles of Association
- Proposed resolution for the extraordinary virtual Annual General Meeting 2023
- Approval of the conclusion of a profit and loss transfer agreement between Vita 34 AG and Seracell Pharma GmbH
- Business planning of the Executive Board for the 2024 financial year

## **Corporate Governance**

The Supervisory Board dealt with the corporate governance standards practised in the company and the implementation of the recommendations and suggestions of the German Corporate Governance Code as amended on April 28, 2022. On April 26, 2024, the Management Board and Supervisory Board issued a declaration of compliance, which is published on the company's website in the "Investor Relations" section.

## **Annual and consolidated financial statements, audit**

The annual financial statements of Vita 34 AG are prepared in accordance with the provisions of the German Commercial Code (HGB), the consolidated financial statements and the combined management report of Vita 34 AG are prepared on the basis of Secs. 315, 315a HGB in conjunction with the International Financial Reporting Standards (IFRS), as applicable in the European Union. The auditor, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (Berlin branch), audited the annual financial statements of Vita 34 AG, the consolidated financial statements and the combined management report. The audit engagement was issued in accordance with the resolution of the Annual General Meeting, the legal requirements and the requirements of the GCGC.

As a result, it should be noted that the rules of the HGB and IFRS were complied with in the preparation of the financial statements. The annual and consolidated financial statements each received unqualified audit opinions. The financial statement documents were discussed in detail at the balance sheet meeting of the Supervisory Board on April 26, 2024 in the presence of and following a report by the auditor. At this meeting, the auditor's representatives reported on the key findings of their audit and on the control and risk management system with regard to accounting. They also discussed the scope, focus and costs of the audit. They also stated that there were no grounds for bias; PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft exclusively provided auditing services.

The Supervisory Board has examined the annual financial statements, the consolidated financial statements and the combined management report. As a result of our own examination, there were no objections to the annual financial statements of Vita 34 AG, the consolidated financial statements of Vita 34 AG and the combined management report, the corresponding audit reports of the auditor. Following its own examination, the Supervisory Board approved the results of the audit, adopted the annual financial statements of Vita 34 AG prepared by the Management Board and approved the consolidated financial statements at its meeting on April 30, 2024. The Supervisory Board agrees with the combined management report and, in particular, the assessment of the further development of the Company.

Vita 34 AG prepared a dependent company report for fiscal year 2023 in accordance with Sec. 312 AktG. The dependent company report was also audited by the auditor appointed by the Annual General Meeting (PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Berlin branch) in accordance with Section 313 (1) AktG. A separate written report was submitted on the results of the audit. As there were no objections to the Management Board's report, the audit certificate was issued in accordance with Section 313 (3) AktG. At the balance sheet meeting on April 26, 2024, the auditor also reported on the results of this audit and confirmed that the factual information in the dependent company report is correct.

The dependent company report was submitted to the Supervisory Board for review in good time before the balance sheet meeting on April 26, 2024 in accordance with Section 314 AktG. The Supervisory Board examined the dependent company report in detail at its meeting. The Supervisory Board determined that, based on the final results of its review, there were no objections to the declaration by the Management Board at the end of the report on relationships with affiliated companies and approved the dependent company report at its meeting on April 30, 2024.

## **AUDITOR'S REPORT**

*PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft issued the following unqualified audit opinion on the Dependency Report in accordance with Art. 313 par. 3 of the German Stock Corporation Act (AktG):*

*In accordance with our engagement, we have audited the report of the Management Board pursuant to § 312 AktG on relationships with affiliated companies pursuant to §313 AktG for the fiscal year 2023. As the final results of our audit do not give rise to any objections, we issue the following auditor's report in accordance with § 313 (3) sentence 1 AktG:*

*Following our dutiful audit and assessment, we confirm that*

- 1. the actual information in the report is correct,,*
- 2. the consideration paid by the company for the legal transactions listed in the report was not unreasonably high or that disadvantages were compensated.*

*Berlin, 29. April 2024  
PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft*

*Susanne Patommel                      Dr. Kay Lubitzsch  
Wirtschaftsprüferin                      Wirtschaftsprüfer*

The Supervisory Board would like to thank the Management Board and the employees for their work during the financial year.

April 30, 2024

For the Supervisory Board



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Dr. Alexander Granderath,  
Chairman of the Supervisory Board