

# 11. Combined Corporate Governance Statement in accordance with Section 289f and Section 315d German Commercial Code

## Introduction

The Management Board and the Supervisory Board of RENK Group AG report jointly on the corporate governance of RENK Group AG and RENK Group (RENK Group AG and consolidated Group companies, hereafter also referred to as "RENK") in fiscal year 2025 in the Combined Corporate Governance Statement in accordance with Sections 289f, 315d German Commercial Code ("*Handelsgesetzbuch*") and as provided for in Principle 23 of the German Corporate Governance Code in the version dated April 28, 2022 (published in the Federal Gazette on June 27, 2022) (hereafter also referred to as the "Code"). In doing so, the Management Board and Supervisory Board each disclose the information that falls within their area of responsibility.

In accordance with Section 317(2) s. 6 German Commercial Code, the audit of the disclosures in accordance with Section 289f(2) and (5) German Commercial Code and Section 315d German Commercial Code by the auditor must be limited to whether the disclosures have been made. The content of the Combined Corporate Governance Statement is hence unaudited.

## Declaration of Compliance with the German Corporate Governance Code by the Management Board and Supervisory Board of RENK Group AG in accordance with Section 161 German Stock Corporation Act

The Management Board and Supervisory Board of RENK Group AG addressed the recommendations and suggestions of the German Corporate Governance Code in great detail and, in December 2025, issued the Declaration of Compliance with the German Corporate Governance Code in accordance with Section 161 German Stock Corporation Act reproduced below.

### "Declaration of Conformity in accordance with Section 161 German Stock Corporation Act

The Executive Board and the Supervisory Board of RENK Group AG ("Company") declare the following in accordance with Section 161 of the German Stock Corporation Act:

The Recommendations of the 'Government Commission on the German Corporate Governance Code' (*Regierungskommission Deutscher Corporate Governance Kodex*) in the version as amended on April 28, 2022 (published in the German Federal Gazette (*Bundesanzeiger*) on June 27, 2022) ("Code") have been complied with since the last declaration of conformity and continue to be complied with in the future.

Augsburg, December 2025

The Supervisory Board

The Executive Board"

The above Declaration of Conformity was published on RENK's website on December 19, 2025 and is accessible at <https://ir.renk.com/corporate-governance> in the subsection "Declaration of Conformity".

According to the Declaration of Conformity submitted in May 2025, the recommendations of the Code were not complied with in full or not applied in full in the period from December 19, 2024 to May 27, 2025. The Declaration of Conformity issued in May was published on RENK's website on May 28, 2025 and is accessible at <https://ir.renk.com/corporate-governance> in subsection "Declaration of Conformity". It reports the following departures from the recommendations of the Code for the period December 19, 2024 to May 27, 2025:

#### **Recommendations B.2 half-sentence 2, B.5, C.1 s. 5 and 6, C.2, C.8, D.2 s. 2, D.3 s. 4 and D.12 s. 2**

Recommendations B.2 half-sentence 2, B.5, C.1 s. 5 and 6, C.2, C.8, D.2 s. 2, D.3 s. 4 and D.12 s. 2 in each case require the disclosure of certain information in the Corporate Governance Statement. In accordance with the legal requirements applicable to it, the Company had not issued a Corporate Governance Statement by March 26, 2025, which is why the aforementioned recommendations regarding the publication of information had not been complied with by that date.

#### **Recommendations G.1 and G.2**

Recommendation G.1 sets out requirements for the structure of the remuneration system for the Management Board. Recommendation G.2 requires that, on the basis of the remuneration system, the Supervisory Board is first to determine the specific total target remuneration for each Management Board member, which must be appropriate to the tasks and performance of that Management Board member and the situation of the Company, and may not exceed the usual level of remuneration without specific reasons. The following departures from these recommendations were made.

Until the IPO, the Company was not required to create a Management Board remuneration system in accordance with the provisions of Section 87a German Stock Corporation Act. On May 2, 2024, the Supervisory Board adopted a Management Board remuneration system that complies with the statutory requirements and recommendations of the Code. The Management Board remuneration system was approved by the Company's Annual General Meeting on June 26, 2024. The Company had departed from recommendation G.1 until that date. The arrangements in the Management Board employment contracts entered into prior to introduction of the remuneration system did not comply in full with the Management Board remuneration system, as allowed, with the result that there was a departure from recommendation G.2 with regard to these Management Board employment contracts.

#### **Recommendation G.3**

Recommendation G.3 stipulates that the Supervisory Board is to use an appropriate peer group of other companies, whose composition it must disclose, to determine whether the specific total remuneration of the members of the Management Board is in line with those other companies. The Company departed from this recommendation.

#### **Recommendation G.8**

Recommendation G.8 stipulates that a subsequent change to the targets or comparison parameters relating to the remuneration of the Management Board must be excluded. The Company departed from this recommendation prior to the issue of the most recent Declaration of Conformity.

#### **Recommendation G.9 s. 2**

Recommendation G.9 s. 2 stipulates that target achievement must be comprehensible in terms of both rationale and amount. The Company departed from this recommendation.

### Remuneration report and remuneration system of the Management Board and Supervisory Board

The remuneration report for fiscal year 2025 and the auditor's report in accordance with Section 162 German Stock Corporation Act are published on RENK's website and accessible at <https://ir.renk.com/corporate-governance>.

The applicable remuneration system for the members of the Management Board of RENK Group AG in accordance with Section 87a(1) and (2) s. 1 German Stock Corporation Act was approved by 99.57% of the votes at the Annual General Meeting on June 26, 2024, was published on RENK's website on September 12, 2024 and is accessible at <https://ir.renk.com/corporate-governance> in the subsection "Remuneration of the Management Board and Supervisory Board".

The Annual General Meeting on June 26, 2024, also passed a resolution on the remuneration of the Supervisory Board members of RENK Group AG in accordance with Section 113(3) German Stock Corporation Act. The decision was approved by 99.99% of the votes, was published on RENK's website on September 12, 2024 and is accessible at <https://ir.renk.com/annual-general-meeting>. In addition, a description of the remuneration of the Supervisory Board members ("Remuneration system of the Supervisory Board") is accessible on the RENK website at <https://ir.renk.com/corporate-governance>. There have been no changes to the remuneration system for the Supervisory Board since it was adopted.

### Relevant corporate governance practices

As a globally operating group, RENK is responsible for ensuring compliance with applicable laws, protecting fundamental values as well as acting ethically and sustainably. To manage this responsibility, ensure the legality of all business transactions and effectively counter other risks, the Management Board issues internal regulations that must be implemented by all Group companies and their employees. At the top of the written internal rules is the Code of Conduct, which contains the fundamental rules for employee conduct (for more information on the Code of Conduct, see Corporate governance und Code of Conduct

Subordinate to this, the RENK Group Manuals (RGM) define minimum standards and summarize RENK's core policies from each specialist unit. RENK has prepared RGMs on the following topics: Ethics and Compliance, Internal Audit Guideline, Investor Relations, Global Security, Global Procurement, Business Continuity Management, Export Control, Corporate Sustainability, Tax Strategy, Innovations & Technology, Global HR, Marketing and Events, Q-HSE Management System, Communications, Information Technology and Government Relations. The RENK Governance Rules (RGR) apply across all locations and provide binding, general instructions on individual topics. In particular, RENK issued Governance Rule RGR-11-1 on diversity, equity and inclusion, which is accessible on RENK's website at <https://www.renk.com/en/career/why-renk>. In this RGR, RENK articulates its goal of creating an inclusive working environment for its employees that is based on commitment, cooperation and appreciation.

In addition to the recommendations of the Code referred to in the Declaration of Conformity reproduced in section Declaration of Conformity in accordance with Section 161 German Stock Corporation Act, RENK also complied voluntarily with the suggestions of the Code in fiscal year 2025.

The relevant corporate governance practices at RENK are described in greater detail in the following.

### Policy statement on human rights and social responsibility

As a globally operating group, RENK is committed to unqualified respect for human rights and believes firmly that social responsibility for people's well-being is the cornerstone of sustainable success. RENK acknowledges the United Nations Universal Declaration of Human Rights. RENK joined the UN Global Compact in 2022, thereby committing to its principles in the areas of human rights, labor standards, environmental protection and anti-corruption (more information on the UN Global Compact is published on its website at <https://unglobalcompact.org/>). In addition, RENK's commitment to human rights is based on the core conventions of the International Labour Organization (ILO) (more information on the ILO standards can be found on its website at <https://www.ilo.org/international-labour-standards#key>) and the OECD Guidelines for Multinational Enterprises (available on the OECD website at <https://www.oecd.org/de/publications/2023/06/oecd-guidelines-for-multinational-enterprises-on-responsible-business->

*conduct\_a0b49990.html*). RENK has issued a Policy Statement on Human Rights that is accessible on RENK's website at <https://www.renk.com/en/company/responsibility/compliance>.

### **Corporate governance und Code of Conduct**

The Code of Conduct is an integral part of RENK's corporate governance and serves to promote ethical standards and values among business partners and employees, ensure compliance with laws and regulations and create a positive working environment. The Code of Conduct summarizes RENK's responsibility for Ethics & Compliance under the three fundamental aspects of "Our responsibility as a member of society", "Our responsibility as a business partner" and "Our responsibility in the workplace", and notably covers the topics of human rights, equal opportunities, equal treatment and non-discrimination, product conformity and product safety, environmental protection, political advocacy, conflicts of interest, prohibition of corruption, prohibition of money laundering and terrorist financing, accounting and financial reporting, fair and free competition, export controls, occupational health and safety, employee representation and fair working conditions as well as IT security and data protection. The Management Board and Supervisory Board support the effective and efficient implementation of the Code of Conduct and are hence also responsible for enforcing applicable laws, the Company's own values and internal policies. The Code of Conduct is accessible on RENK's website at <https://www.renk.com/en/company/responsibility/compliance>.

RENK has additionally drawn up a Code of Conduct for Suppliers and Business Partners, which RENK's Management Board and Supervisory Board are working to implement. This Code of Conduct sets out the Company's core values and fundamental principles that must be observed also by suppliers and business partners. The Code of Conduct establishes a binding minimum standard and forms the basic understanding for cooperation along an international supply chain that is intended to comply with ethical, environmental and social standards. The Code of Conduct for Suppliers and Business Partners is accessible on RENK's website at <https://www.renk.com/en/company/responsibility/compliance>.

### **Risk management, internal control system, compliance management system and internal audit**

#### **Risk management**

Based on an enterprise risk management (ERM) approach, RENK's risk management system (RMS) is aligned with the COSO framework. This enables risks that could have a significant impact on business activities to be systematically identified, assessed and managed. The risk early warning system is a key component of this system. It aims to identify at an early stage risks that threaten the Company's continued existence and to minimize their impact. Risks that can help increase enterprise value are consciously accepted, while those that could potentially jeopardize the Company's continued existence are consistently avoided or reduced through suitable measures.

RENK divides identified risks into seven clusters: strategic risks, operational risks, legal & compliance risks, reputational risks, technology & IT security risks, financial risks and ESG risks. All risks must be assessed quantitatively, or at least qualitatively, in terms of their impact on RENK's net income. Risk is composed of the potential extent of damage and the probability of occurrence. Risk assessment distinguishes between gross and net assessment, whereby measures already taken can reduce gross risk.

Cumulative individual risks that may exceed the materiality threshold due to interdependencies must also be reported. The role of the risk manager is to assess whether risks that are considered immaterial on an individual basis might be material if aggregated.

Centrally organized risk management acts as a link between the legal units, corporate functions and segments, the Management Board and the Audit Committee and is responsible for ensuring a structured organizational and operational workflow. Regular reporting by risk management to the Management Board and the Audit Committee ensures continuous oversight and control of the risks identified.

### Internal control system

RENK's internal control system (ICS) serves to comply with legal requirements, ensure the propriety of financial and sustainability reporting and protect the Company's assets. Likewise based on the COSO framework, it was tailored to RENK's specific requirements. The Management Board bears overall responsibility for the ICS, while the subsidiaries also comply with their specific obligations. Annual tests of design and operating effectiveness are implemented to monitor the appropriateness and effectiveness of these controls. Compliance with principles such as the separation of functions and the dual control principle is regularly monitored and reported to the Management Board and Audit Committee.

### Compliance management system

Ethics & Compliance is a fundamental component of RENK's corporate strategy and culture. The Management Board used the changes to the ownership and organizational structure in recent fiscal years to establish a state-of-the-art and well-staffed compliance organization and to shape the mindset of all specialist units in this area in line with current requirements. Under the supervision of the Management Board, the entrepreneurial activities of every employee and every management body must consistently adhere to high compliance standards, which are enforced through organizational structure, binding policies and appropriate processes to ensure that RENK's conduct complies with laws and regulations. The compliance function is part of the CEO's sphere of responsibility, which means the Chief Compliance Officer reports directly to the CEO. In this respect, the Management Board issues internal regulations regarding conduct that complies with the law and regulations, including in the form of policies applicable throughout the Company and the Group. The Code of Conduct forms the core framework with rules of conduct for all employees. RENK communicates all policies to its employees. In addition, training courses are used to raise awareness of all compliance issues, such as violations.

A Group-wide analysis of compliance-related risks is an important component of the CMS. The compliance risk analysis is based on the standards issued by Deutsches Institut für Compliance e. V. (DICO). The risk analysis covers all Group companies and, on a risk-based approach, takes into account the size of the Group company, the business model, the customer and sales structure, the local Transparency International CPI ("Corruption Perception Index") and the GDI ("Government Defence Integrity Index") as well as the relevant competitive structure. In addition, governance rules provide clear and transparent procedures and processes ensuring that compliance violations are identified, clarified and remedied in-house without delay. Sector- and business model-related risk areas, particularly as regards export controls and sales intermediaries, are monitored proactively and regularly reassessed with a high level of resource commitment.

Employees and other stakeholders have various options to report violations. On the one hand, potential violations of laws or policies can be reported online via a whistleblower system – the RENK Integrity Line can be accessed at <https://renk.integrityline.app> and also allows for anonymous reports. In addition, employees can turn to an external ombudsman or contact the staff in the Corporate Ethics & Compliance department directly. Reports are reviewed and processed by that department promptly, objectively, confidentially and independently in accordance with a defined incident management process. Findings from investigating reports are continuously incorporated into adapting the CMS and contribute to the sustainable adjustment and improvement of the compliance management system.

A detailed presentation of the compliance management system is published under "Compliance at RENK" on RENK's website accessible at <https://www.renk.com/en/company/responsibility/compliance>.

### Internal audit

RENK has established an independent internal audit department as an additional control mechanism for the CMS. Internal audit supports the business organization independently and objectively in assessing and enhancing the effectiveness of the CMS and risk management, controls and management as well as monitoring processes. At the same time, RENK draws on external support to ensure the quality of its compliance requirements.

**Statement on the appropriateness and effectiveness of the internal control system and risk management system**

On the basis of internal reporting on the internal control system, the annual report of the risk management department, the audit opinion of the statutory auditor, the audit reports of the internal audit department, which tests relevant risks and controls for each audit area, and the certification process implemented in each legal entity and corporate function subject to reporting requirements, which confirms that internal controls are maintained, the Management Board makes an overall statement on the appropriateness and effectiveness of the internal control system and risk management system. These also include a compliance system aligned with the Company's risk position. Based on this, the Management Board is not aware of any circumstances that would indicate that the RENK Group's internal control system and risk management system were inappropriate or ineffective. However, further measures to optimize documentation will be initiated in the future.

Irrespective of this, there are inherent risks that, despite the systems being considered appropriate and effective, process violations or risks may occur.

**Sustainability**

RENK believes it has a responsibility to contribute to the economically stable and ecologically responsible development of our society. As a provider of mission-critical propulsion technology for military vehicles and naval vessels, RENK plays a key role in safeguarding freedom, democracy and security. With the involvement of the Management Board and Supervisory Board, RENK therefore committed to a sustainability strategy in 2025 and the definition of four areas of action that will contribute to a sustainable world fit for the future:

**Social responsibility through product quality and safety**

RENK products ensure the necessary conditions for liberal, democratic, social, ecological and economic sustainability.

**Emission reduction in the Company's own operations**

RENK is systematically driving forward the reduction of greenhouse gases in its own operations.

**Promotion of health, safety and inclusion in the workplace**

RENK creates a workplace for its employees that fosters safety and health and promotes inclusion.

**Resilient corporate governance**

RENK is a systemically important, reliable partner that operates sustainably and responsibly at all levels of the Company.

In light of this, environmental, social and societal sustainability are an integral part of RENK's corporate strategy. RENK is guided primarily in this regard by internationally recognized instruments such as the UN Global Compact, the UN Universal Declaration of Human Rights, the OECD Guidelines and the internationally recognized United Nations Guiding Principles on Business and Human Rights (see also section 0).

For more information on sustainability issues, please refer to section 12. *Sustainability Statement* of the combined management report in the Annual Report 2025. This is accessible on RENK's website at <https://ir.renk.com/publications>.

**Shareholders and Annual General Meeting**

The shareholders of RENK Group AG exercise their rights at the Annual General Meeting. The Annual General Meeting decides on all matters assigned to it by law, including the appropriation of profits, the remuneration system and the

remuneration report for members of the Management Board and Supervisory Board, approval of the actions of the members of the Management Board and Supervisory Board, the election of the auditor, amendments to the Articles of Association, capital reduction and capital raising measures and, in the cases provided for by law, the adoption of the annual financial statements. The Annual General Meeting also elects the shareholder representatives to the Supervisory Board.

In fiscal year 2025, the Annual General Meeting was held on June 4, 2025 in a virtual format without the physical presence of shareholders or their proxies. The Annual General Meeting for fiscal year 2026 is scheduled for June 10, 2026. More information on the Annual General Meeting is accessible on RENK's website at <https://ir.renk.com/annual-general-meeting>.

### **Proprietary trading by managers**

In accordance with the provisions of Article 19 of Regulation (EU) No. 596/2014 (Market Abuse Regulation), RENK Group AG is required to disclose personal transactions by persons discharging managerial responsibilities and persons closely associated with them in shares of RENK Group AG or debt instruments of RENK Group AG or related derivatives or other related financial instruments. The relevant information is accessible on RENK's website at <https://ir.renk.com/corporate-governance>.

### **Corporate communications and transparency**

RENK Group AG is aware of the importance of comprehensive, timely and equitable communication with shareholders, capital market participants and the interested public with regard to its economic situation as well as current developments and events. Regular, timely reporting is carried out on an ongoing basis, in particular as part of the annual report, which contains the consolidated financial statements, the combined management report and the annual financial statements of RENK Group AG. RENK Group AG also publishes a half-year financial report including condensed interim consolidated financial statements and an interim group management report as well as quarterly statements. It reports on current developments and important events in press releases and, if necessary, ad hoc disclosures. Furthermore, the Group publishes all mandatory publications, such as voting rights notifications, on its website. An up-to-date financial calendar is also available there, providing information on all key publication and event dates. The relevant information is generally provided in English and German.

Further information on publications, share prices and other activities is accessible on RENK Group AG's website, primarily under "Investor Relations", at <https://ir.renk.com> and in the newsroom at <https://www.renk.com/en/newsroom/press-releases>.

### **Financial reporting and auditing**

The consolidated financial statements and the condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS Accounting Standards), as adopted by the European Union, and the provisions of German commercial law applicable under Section 315e(1) German Commercial Code. The combined management report and the single-entity financial statements of RENK Group AG, upon which the dividend payment is based, are prepared in accordance with German commercial law (German Commercial Code). The interim group management report is prepared in accordance with the requirements of the German Accounting Standards by virtue of the preparation requirement under Section 115(2) No. 2 German Securities Trading Act. In addition, RENK prepares and publishes quarterly statements for the first quarter and the first nine months of each fiscal year in accordance with Section 53 of the Exchange Rules for the Frankfurt Stock Exchange. The quarterly statement for the first quarter of 2026 will be published on May 6, 2026 and the quarterly statement for the first nine months of fiscal year 2026 will be published on November 5, 2026. The half-year financial report will be published on August 6, 2026.

The consolidated financial statements, the combined management report and the annual financial statements as well as the condensed interim consolidated financial statements and the interim consolidated management report are prepared by the Management Board of RENK Group AG. The independent auditor is elected by the Annual General Meeting on the basis of the resolution proposed by the Supervisory Board, which in turn is based on the recommendation of the Audit

Committee. Before submitting the election proposal, the Supervisory Board and its Audit Committee obtained a declaration of independence from the independent auditor. The independent auditor audited the consolidated financial statements, the combined management report and the annual financial statements and issued an unqualified audit opinion in each case. The annual financial statements are adopted by the Supervisory Board. The condensed interim consolidated financial statements and interim management report are reviewed in accordance with the German principles for the review of financial statements promulgated by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer).

In fiscal year 2025, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, (PwC) – as in the previous fiscal years 2024, 2023 and 2022 – was engaged to perform the statutory audit and, in 2024 for the first time, to review the condensed interim consolidated financial statements and the interim group management report. As a precautionary measure, PwC was likewise appointed as the auditor of the (Group) sustainability statement for fiscal year 2025. The appointment as statutory auditor for fiscal year 2025 was resolved by the Annual General Meeting on June 4, 2025. Holger Graßnick has been the lead auditor since PwC started auditing the Company in fiscal year 2022.

In the context of its oversight of the Management Board, the Supervisory Board was notably responsible for auditing the accounting and monitoring the accounting-related control and risk management systems with the support of the auditor. In particular, the Audit Committee discussed the assessment of audit risks, the audit strategy, the audit planning and the audit results with the auditor; the Chair of the Audit Committee regularly discussed the progress of the audit with the auditor and reported on this to the Audit Committee.

## Management Board

### Working methods

The Management Board is responsible for managing RENK and is committed to safeguarding the interests of the Group and to increasing its sustainable value. It devises RENK's strategic direction, regularly agrees this with the Supervisory Board and ensures its implementation. The Management Board manages RENK in accordance with the law, the Articles of Association and the rules of procedure issued by the Supervisory Board. It is in particular responsible for ensuring compliance with legal provisions and internal company guidelines as well as their observance by all RENK companies (compliance).

The members of the Management Board are jointly responsible for the overall management of the Company. The Management Board as a whole decides on all matters in which the law, the Articles of Association or the rules of procedure require a decision by the full Management Board. It may appoint individual members of the Management Board to implement resolutions and execute measures that are the responsibility of the full Management Board. Regardless of this, each member of the Management Board manages the area of responsibility assigned to them in the business allocation plan both independently and under their own responsibility. The members of the Management Board work together as colleagues, advising and informing each other. In cases where decisions made by a member of the Management Board exceed the limits of their area of responsibility or significantly affect the area of responsibility of another member of the Management Board, the members of the Management Board concerned make decisions jointly. If no agreement can be reached, the full Management Board takes the decision. Management Board meetings are held regularly. However, they must be held mandatorily if required in the best interests of RENK. Any member of the Management Board may request a meeting of the Management Board to be convened without undue delay. The Management Board generally makes its decisions at meetings, which may also be held in the form of conference calls or by other electronic means of communication. The Management Board must make every effort to reach all its decisions unanimously. If unanimity cannot be achieved, the resolutions of the Management Board are adopted by a simple majority of the votes cast by the members of the Management Board participating in the resolution, unless other majorities are prescribed by law, the Articles of Association or the rules of procedure.

### Cooperation with the Supervisory Board

The Supervisory Board and Management Board work together in RENK's best interests. Providing the Supervisory Board with sufficient information is the joint responsibility of the Management Board and the Supervisory Board. In principle, the CEO is responsible for informing the Supervisory Board chair and the Supervisory Board committees. One exception is the provision of information to the Audit Committee, for which the CFO is primarily responsible. In light of this, the Supervisory Board chair and the CEO regularly consult on the development of decisions relating to RENK's strategy, risk and compliance. The Supervisory Board and Management Board involve each other at an early stage in fundamental decisions relating to their areas of responsibility. If requested by the Supervisory Board, the members of the Management Board attend meetings of the Supervisory Board or its committees. In addition, measures and transactions provided for in the rules of procedure of the Management Board require the prior approval of the Supervisory Board.

### Composition including diversity and succession planning

In accordance with Article 8(1) of the Articles of Association, the Management Board of RENK Group AG consists of one or more members, with the specific number of members being determined by the Supervisory Board. The members of the Management Board are appointed for a period of up to five years; reappointments are permitted.

As of the end of fiscal year 2025, the RENK Group AG Management Board consisted of three members. They were: Dr. Alexander Sagel (CEO), Anja Mänz-Siebje (CFO) and Dr. Emmerich Schiller (COO). Further information on the résumés of the current members of the Management Board can be found at <https://ir.renk.com/corporate-governance>.

There were several changes to the Management Board of RENK Group AG in the course of fiscal year 2025. Susanne Wiegand (CEO) left the Management Board effective January 31, 2025. Dr. Alexander Sagel, who had been COO of Renk Group AG from February 2024, was appointed CEO effective February 1, 2025. Effective March 1, 2025, Dr. Emmerich Schiller was appointed to the Management Board of RENK Group AG as COO. He has also served as Labor Director since March 1, 2025. Dr. Schiller has already been a member of the Management Board of RENK GmbH since February 2024. The topic of diversity in all its dimensions is particularly important to RENK and forms a key focus of the Group's sustainability strategy. In particular, RENK understands that gender diversity is conducive to a more inclusive and equitable working environment, which can lead to higher employee satisfaction and retention.

This makes diversity a key consideration also in the composition of the RENK Group AG Management Board. With regard to the representation of women in the Management Board, the targets and deadlines defined by the Supervisory Board for their achievement as well as the statutory minimum ratio are observed (for more details, see 0). With regard to the age limit of its Management Board members, RENK has stipulated that appointments for members of the Management Board must (as a rule) end when they reach the age of 63, but can be extended for a maximum of five further years.

In addition to leadership experience and expertise in strategy development, other aspects such as knowledge and networking in the defense industry as well as different professional qualifications and experience, depending on the area of responsibility, play a key role in long-term succession planning and the requirements for members of the Management Board. Though a globally active undertaking, RENK nonetheless acknowledges its origins and headquarters in Germany and attaches importance to the German language skills of the members of its Management Board. The members of the Management Board should complement each other to the best possible extent in terms of their skill set and experience. Considering these aspects, the Supervisory Board decides in the best interests of the Company, as well as considering all circumstances in each case as to which person will fill a specific position on the Management Board.

The Supervisory Board and Management Board are jointly responsible for long-term succession planning. Succession planning is a regular topic at Supervisory Board meetings. In 2025, the Supervisory Board and the Management Board discussed the Management Board concept/succession planning at one Supervisory Board meeting. In addition, the Personnel Committee held a meeting on the topic of succession planning, which was reported in a Supervisory Board meeting. The discussion covered both potential successors for current Management Board members in general and specific candidates for vacant Management Board positions. Suitable internal and external candidates were evaluated as part of this process. Succession planning likewise includes planning for management positions at the level below the Management Board.

In addition to the proportion of women in the Management Board, which was one-third at the end of fiscal year 2025, the standard age limit for Management Board members was complied with in fiscal year 2025.

### **Avoiding conflicts of interest and ensuring independence**

All members of RENK's Management Board are required to act in the best interests of the Company. They may not pursue any personal interests in their decisions, are subject to a comprehensive ban on competition clause during their employment with the Company and, as a general rule, may not exploit business opportunities that accrue to RENK Group AG or any RENK company for their own benefit or that of third parties. Each member of the Management Board is required to disclose any conflicts of interest without delay to the Supervisory Board chair and the CEO and to inform the other members of the Management Board about them. No conflicts of interest were disclosed in fiscal year 2025.

### **Supervisory Board**

#### **Working methods, including cooperation with and provision of information by the Management Board**

The main tasks of the RENK Group AG Supervisory Board are to appoint and dismiss members of the Management Board as well as to advise and supervise the Management Board in its management of RENK. The Supervisory Board complies with the recommendations of the Code and its subsequent development, where applicable, in accordance with the applicable Declaration of Compliance issued by the Management Board and Supervisory Board in accordance with Section 161 German Stock Corporation Act. The Supervisory Board conducts its business in accordance with the statutory provisions, the Articles of Association and the rules of procedure of the Supervisory Board, which are accessible on the RENK website at <https://ir.renk.com/corporate-governance>. Information on the cooperation between the Management Board and the Supervisory Board can be found in section 0.

In accordance with its rules of procedure and Section 110 German Stock Corporation Act, the Supervisory Board must hold two meetings per calendar half-year (i.e., a total of four meetings per calendar year). Further meetings must be convened if this is necessary in the best interests of the Company or if a member of the Supervisory Board or the Management Board requests that a meeting be convened, stating the purpose and reasons. The Supervisory Board of RENK Group AG held eight meetings in fiscal year 2025. Meetings of the Supervisory Board are convened by the chair with notice of at least 14 calendar days. The chair of the Supervisory Board chairs the meetings of the Supervisory Board. The chair determines the order of the items on the agenda as well as the type and sequence of voting. The Management Board generally attends the meetings of the Supervisory Board and its committees.

Resolutions of the Supervisory Board are generally passed at meetings, which may be held in person, by video or conference call or as a combination of these options. Resolutions may also be passed outside of meetings in writing, by email or by other comparable means of communication as well as by a combination of the aforementioned forms, if the chair of the Supervisory Board orders this or if all members of the Supervisory Board participate in the resolution. The Supervisory Board is quorate if at least half of the members of which it is to be composed participate in the adoption of resolutions. Resolutions are generally adopted by a simple majority of the votes cast, with abstentions not being counted as votes cast. If a vote in the Supervisory Board results in a tie, the Supervisory Board chair has two votes in the event that a new vote on the same matter also results in a tie. If the Supervisory Board chair is unable to attend, this right is not transferred to their deputy. Further information on the work of the Supervisory Board can be found in the Report of the Supervisory Board, which is included in the Notes to the Financial Statements in the Annual Report. The Annual Report is accessible on RENK's website at <https://ir.renk.com/publications>.

### Composition, including diversity, skills profile and qualification matrix\*

The RENK Group AG Supervisory Board consists of twelve members with equal representation, comprising six shareholder representatives elected by the shareholders at the Annual General Meeting and six employee representatives elected in accordance with the German Co-Determination Act. More information on the composition of the Supervisory Board is accessible on RENK's website at <https://ir.renk.com/corporate-governance>.

At the end of fiscal year 2025, the Supervisory Board of RENK Group AG was composed as follows: The shareholder representatives were Claus von Hermann, Florian Hohenwarter, Johannes Meier, Doreen Nowotne, Karin Sonnenmoser and Klaus Stahlmann. The employee representatives on the Supervisory Board were: Klaus Refle, Sascha Dudzik, Lothar Evers, Adela Lieb, Ferdije Rrecaj and Mario Sommer. Claus von Hermann is chair of the Supervisory Board and Klaus Refle is deputy chair.

There were no changes to the RENK Group AG Supervisory Board in the course of fiscal year 2025.

The Supervisory Board has prepared a skills profile and a diversity policy as well as further goals regarding its composition.

In the context of the skills profile, the following requirements and goals for the composition of the Supervisory Board as a whole are considered essential:

- experience in leading companies, associations and networks
- familiarity of the members as a whole with RENK's sector and associated value chains
- appropriate knowledge in the Supervisory Board as a whole of finance, accounting, financial reporting, risk management, law and compliance
- appropriate expertise in the Supervisory Board as a whole regarding sustainability issues of importance to RENK
- at least one member with special knowledge and experience (particular expertise) in the field of financial reporting
- at least one member with special knowledge and experience (particular expertise) in the field of auditing
- at least one member with considerable experience in operations including, for instance, production, innovation, research and development, technology
- at least one member with considerable experience in the fields of legal, human resources and society
- at least one member with experience in the fields of security and/or defense industry
- specialist knowledge and experience in industry sectors outside the scope of activity of Renk Group AG

The Supervisory Board strives for sufficient diversity in terms of gender, internationality as well as educational and professional background. It has hence drawn up a diversity policy that takes the following criteria into account when determining its composition:

- at least 30% women and 30% men
- at least 30% of the members have international experience based on origin or activity
- at least 50% of the members have different educational backgrounds and professional experience
- at least 30% of the members are under 60 years of age

In addition to the aforementioned aspects relating to skills and diversity, the Supervisory Board has set itself the following further objectives regarding its composition:

### Personality and integrity

The members of the Supervisory Board must be personally reliable and have the knowledge and experience necessary to discharge the duties of a Supervisory Board member conscientiously and independently. They must also pass (hypothetical) vetting in accordance with the German Security Screening Act.

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\* Sections marked with \* contain disclosures typical for management reports, which also address the disclosure requirements under ESRS 2 GOV-1.23.

**Availability**

Each member of the Supervisory Board must ensure that they have the time required to properly discharge their duties as a member of the Supervisory Board of RENK Group AG. When accepting further mandates, the statutory restrictions on mandates and the recommendations of the Code must be observed.

**Age limit and length of membership**

As a rule, only persons who have not yet reached the age of 70 at the time of the election are to be nominated for election as a member of the Supervisory Board.

**Independence**

In order to ensure independent oversight of and advice to the Management Board, the Supervisory Board is to comprise an appropriate number of independent members, both overall and in terms of its members elected by the shareholders (shareholder representatives). In assessing independence, the Supervisory Board applies the assessment criteria contained in the current Code.

The implementation status of the skills and diversity profile of the Supervisory Board is presented in the qualification matrix:

## Qualification Matrix

### Implementation status of the skills and diversity profile – shareholder representatives

	Claus von Hermann	Florian Hohenwarter	Johannes Meier	Doreen Nowotne	Karin Sonnenmoser	Klaus Stahlmann
<b>Length of membership</b>						
Member	since Sept 1, 2023	since Mar 7, 2024	since Sept 1, 2023	since June 26, 2024	since June 26, 2024	since Sept 1, 2023
Regular term of office ends	Annual General Meeting 2028	Annual General Meeting 2028	Annual General Meeting 2028	Annual General Meeting 2028	Annual General Meeting 2028	Annual General Meeting 2028
<b>Diversity</b>						
Born	1974	1976	1984	1972	1969	1960
Standard age limit	✓	✓	✓	✓	✓	✓
Gender	m	m	m	f	f	m
Educational/ professional background	Business administration/ Investment Advisory	Electrical engineering	Business administration/ Investment Advisory	Business administration/ Consulting	Business administration/ Finance	Industrial engineer
Nationality	German	German	German/ Austrian	German	German	German
<b>Personal aptitude</b>						
Independence	✓	✓	✓	✓	✓	✓
In the opinion of the shareholder representatives, the Supervisory Board has an appropriate number of independent members.						
No overboarding	✓	✓	✓	✓	✓	✓
<b>Knowledge, skills and professional experience</b>						
Leadership of companies, associations and networks	•••	•••	••	•••	•••	•••
Sector knowledge	•••	•••	•••	••	••	•••
Finance	•••	••	•••	•••	•••	••
Financial reporting	•••	••	•••	•••	•••	••
Accounting	•••	••	•••	••	•••	••
Risk management	••	••	••	•••	•••	•••
Legal	••	••	••	••	••	••
Compliance	••	••	••	••	•••	•••
Particular expertise in the field of accounting			✓		✓	
Particular expertise in the field of auditing			✓	✓	✓	
Significant sustainability issues for RENK Group AG	•	••	•	••	•••	•
Operations (including e.g. production, innovation, research and development, technology)	••	•••	••	••	••	•••
Legal, HR and society	••	••	••	••	••	••
Security and/or defence industry	••	•••	••	••	••	••
Specialist knowledge and experience in industry sectors outside Renk Group AG	•••	•••	•••	•••	•••	•••
EM = Supervisory Board members elected by the employees in accordance with Section 96(1) German Stock Corporation Act in conjunction with the German Co-Determination Act						
The qualification matrix is based on the self-assessment of the Supervisory Board members:						
•	<b>Basic knowledge</b>	sound basic knowledge of key areas within the specialist field – acquired, for example, through training or practical experience.				
••	<b>Advanced knowledge</b>	extensive knowledge through many years of practical experience in relation to the entire field or specialized knowledge in parts of the field.				
•••	<b>Expert knowledge</b>	expert knowledge in the entire specialist field, acquired through a function as a decision maker.				
✓	<b>Expertise</b>	Specialised education, training and work experience in the field				

**Qualification Matrix**

**Implementation status of the skills and diversity profile – shareholder representatives**

	Claus von Hermann	Florian Hohenwarter	Johannes Meier	Doreen Nowotne	Karin Sonnenmoser	Klaus Stahlmann
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**Qualification Matrix**

**Status of Implementation of the Skills and Diversity Profile**

	Klaus Refle	Sascha Dudzik	Lothar Evers	Adela Lieb	Ferdije Rrecaj	Mario Sommer
<b>Length of membership</b>						
Member	since Sept 1, 2023	since Sept 1, 2023	since Sept 1, 2023	since Sept 1, 2023	since June 11, 2024	since Sept 1, 2023
Regular term of office ends	next employee elections (expected 2026)	next employee elections (expected 2026)	next employee elections (expected 2026)	next employee elections (expected 2026)	next employee elections (expected 2026)	next employee elections (expected 2026)
<b>Diversity</b>						
Born	1966	1977	1968	1976	1976	1981
Standard age limit	✓	✓	✓	✓	✓	✓
Gender	m	m	m	f	f	m
Educational/ professional background	Machine tool operator	Industrial mechanic/ Business and labor law	Industrial machinist	Business administration/Finance	Adult education	Production engineering
Nationality	German	German	German	German	German	German
<b>Personal aptitude</b>						
Independence	EM	EM	EM	EM	EM	EM
In the opinion of the shareholder representatives, the Supervisory Board has an appropriate number of independent members.						
No overboarding	✓	✓	✓	✓	✓	✓
<b>Knowledge, skills and professional experience</b>						
Leadership of companies, associations and networks	•	•••	•••	•	•••	•
Sector knowledge	•	•	••	•••	••	••
Finance	••	••	•	•••	•••	•
Financial reporting	••	••	•	•••	••	•
Accounting	••	••	•	•••	••	•
Risk management	•	••	•	••	•••	•
Legal	•	••	•	•	•••	•
Compliance	•	••	•	•	•••	•
Particular expertise in the field of accounting				✓	✓	
Particular expertise in the field of auditing				✓	✓	
Significant sustainability issues for RENK Group AG	••	•	••	••	•••	••
Operations (including e.g. production, innovation, research and development, technology)	••	••	••	•	•••	••
Legal, HR and society	•	••	••	••	•••	•
Security and/or defence industry	•	•	••	•	••	•
Specialist knowledge and experience in industry sectors outside Renk Group AG	•	••	•	•	•••	•
EM = Supervisory Board members elected by the employees in accordance with Section 96(1) German Stock Corporation Act in conjunction with the German Co-Determination Act						
The qualification matrix is based on the self-assessment of the Supervisory Board members:						
•	<b>Basic knowledge</b>	sound basic knowledge of key areas within the specialist field – acquired, for example, through training or practical experience.				
••	<b>Advanced knowledge</b>	extensive knowledge through many years of practical experience in relation to the entire field or specialized knowledge in parts of the field.				
•••	<b>Expert knowledge</b>	expert knowledge in the entire specialist field, acquired through a function as a decision maker.				
✓	<b>Expertise</b>	Specialised education, training and work experience in the field				

### **Avoiding conflicts of interest and ensuring independence**

The members of the Supervisory Board are required to safeguard the best interests of the Company at all times. When making decisions, they may not pursue personal interests or take advantage of business opportunities that accrue to the Company. Each member of the Supervisory Board is obliged to disclose any conflicts of interest to the chair of the Supervisory Board, in particular those that may arise as a result of advising or performing a function for customers, suppliers, lenders or other business partners. No conflicts of interest were disclosed in fiscal year 2025.

As can be seen from the above qualification matrix, RENK's Supervisory Board consists of a sufficient and appropriate number of independent Supervisory Board shareholder representatives. The shareholders deemed Claus von Hermann and Johannes Meier to be dependent as regards fiscal year 2024. This assessment has since been changed to independent, as Triton GP HoldCo SARL ("Triton") is no longer a controlling shareholder of RENK Group AG.

In the interests of transparency, it should be noted that Mr. Florian Hohenwarter is CEO of KNDS Deutschland Verwaltungs GmbH, the general partner of KNDS Deutschland GmbH & Co. KG. The KNDS Group has a customer relationship with RENK. In addition, KNDS N.V., an affiliated company of KNDS Deutschland GmbH & Co. KG, holds a minority interest in RENK Group AG. However, the shareholders did not consider this customer relationship and the minority shareholding to be material within the meaning of recommendation C.7 (2) of the Code insofar as they influence independence.

The members of the Supervisory Board must maintain confidentiality regarding confidential information and secrets of the Company, namely trade and business secrets, that become known to them through their activities on the Supervisory Board.

### **Self-assessment**

The Supervisory Board reviews regularly – at least every two years – the effectiveness of the performance of its duties and those of its committees. In addition to the qualitative criteria defined by the Supervisory Board, this self-assessment focuses in particular on the procedures in the Supervisory Board, the flow of information between the committees and the full Supervisory Board as well as the timely and adequate provision of information to the Supervisory Board. Self-assessment is a self-imposed element of the Supervisory Board's rules of procedure.

In fiscal year 2025, the Supervisory Board performed a self-assessment using an online questionnaire. The survey was conducted anonymously and evaluated by the Corporate Office. The results of the evaluation were discussed in detail at a Supervisory Board meeting. Potential improvements were identified and appropriate measures taken to implement them promptly.

### **Supervisory Board committees**

Following its constitution in 2023, the Supervisory Board established four standing committees. The Nomination Committee, Personnel Committee, Audit Committee and Mediation Committee contribute to the efficient performance of the Supervisory Board's duties. These committees prepare delegated topics and take the decisions assigned to them to the extent permitted by law.

#### **Nomination Committee**

The Nomination Committee recommends suitable candidates to the Supervisory Board for the latter's proposals to the Annual General Meeting with regard to the election of Supervisory Board members; it also consults regularly on succession planning. At the end of fiscal year 2025, the Nomination Committee consisted of three members, all of whom were shareholders. They are Doreen Nowotne (chair), Johannes Meier and Claus von Hermann. The Nomination Committee held two meetings in fiscal year 2025.

### Personnel Committee

The Personnel Committee prepares resolutions for the full Supervisory Board on (a) all remuneration issues relating to the remuneration of the Management Board and Supervisory Board issues relating to employee shares; (b) recommendations on the size of the Management Board as well as the appointment and dismissal of Management Board members; and (c) succession planning for the Management Board. The Personnel Committee is composed of four members with equal representation of shareholder and employee representatives. They are Doreen Nowotne (chair), Claus von Hermann, Klaus Refle and Ferdije Rrecaj. There were no changes to the Personnel Committee in the course of fiscal year 2025. The Personnel Committee held three meetings in fiscal year 2025.

### Audit Committee

The Audit Committee is responsible for (a) overseeing the financial reporting process, the effectiveness of the internal control system, the risk management system and the internal audit system as well as the audit of the financial statements including, in particular, selecting the auditor and verifying its independence, the quality of the audit and the additional services provided by the auditor; (b) making recommendations or proposals to ensure the integrity of the accounting process; (c) preparing the Supervisory Board's decision on the approval of the annual financial statements and the consolidated financial statements as well as discussing half-year and quarterly reports; (d) preparing the Supervisory Board's decision on the recommendation for the election of the auditor as well as resolving on the areas of emphasis of the audit and approving the audit engagement and the fee agreement; (e) monitoring compliance and sustainability issues (notably their reporting and auditing); (f) discussing with the auditor the assessment of audit risk, the audit strategy and audit planning as well as the audit results; and (g) acknowledging the audit plan of the internal audit department for consultation and resolution. The Audit Committee is composed of at least four members with equal representation of shareholder and employee representatives. At the end of fiscal year 2025, the members were Karin Sonnenmoser (chair), Johannes Meier, Klaus Refle and Sascha Dudzik. There were no changes to the Audit Committee in the course of fiscal year 2025. The Audit Committee held four meetings in fiscal year 2025.

The current chair of the Audit Committee, Karin Sonnenmoser, has special expertise in the areas of financial reporting and auditing due to her many years in management positions in finance and financial control. She has expert knowledge in the areas of finance, accounting and financial reporting as well as in sustainability issues of importance to RENK. Ms. Sonnenmoser also has particular experience and knowledge of internal control and risk management systems as well as sustainability reporting and its auditing. She held several management positions in the Volkswagen Group, where she worked in various finance functions. Notably, she headed the General Secretariat of the Volkswagen brand group and functioned in the top management of Volkswagen AG as Managing Director for Finance, Procurement, IT and Venture Capital and as CEO of AutoVision GmbH, a wholly owned subsidiary of Volkswagen AG. In addition, Ms. Sonnenmoser was CFO and member of the Management Board of Zumtobel Group AG from 2014 to 2018, and held the position of CFO and Management Board member of Ceconomy AG from 2019 to 2021. Karin Sonnenmoser holds a degree in business administration from the University of Augsburg and a Master of Business Administration (MBA) from the University of Dayton, Ohio, United States.

Due to his many years of experience in finance and financial control, Johannes Meier has special expertise in the areas of financial reporting and auditing coupled with expert knowledge in finance and accounting. Johannes Meier began his career as a controller at Voith GmbH. After further roles in the finance sector, he held the position of Investment Advisory Professional at Triton from 2018 to 2025. He holds a degree in business administration from the Baden-Württemberg Cooperative State University, a degree in international management from the University of London and a qualification as a Financial Analyst® from the CFA Institute.

Sascha Dudzik has advanced knowledge and experience in the areas of finance, financial reporting, risk management and accounting as well as in the areas of legal and compliance due to his work as treasurer of IG Metall. A trained industrial mechanic, he holds a degree in business and employment law.

Sascha Dudzik has advanced knowledge and experience in the areas of finance, financial reporting, risk management and accounting as well as in the areas of legal and compliance due to his work as treasurer of IG Metall. A trained industrial mechanic, he holds a degree in business and employment law.

Klaus Refle has advanced knowledge and experience in the areas of finance, financial reporting and accounting due to his many years of service as chair and deputy chair of works councils at various RENK companies. Additionally, he has basic knowledge in the areas of risk management, legal and compliance. Klaus Refle is a trained machine tool operator.

### **Mediation Committee**

The Mediation Committee is responsible for submitting a proposal to the Supervisory Board for the appointment of the members of the Management Board in accordance with Section 31(3) German Co-Determination Act. In accordance with Section 27(3) German Co-Determination Act, the Mediation Committee consists of the Supervisory Board chair, their deputy and one member elected by the Supervisory Board members representing the employees and one member elected by the Supervisory Board members representing the shareholders by a majority of votes cast. At the end of fiscal year 2025, the members were Supervisory Board chair Claus von Hermann, Klaus Stahlmann as elected shareholder representative, Klaus Refle as deputy chair of the Supervisory Board and Lothar Evers as elected employee representative. The Mediation Committee held no meetings in fiscal year 2025.

### **Disclosures on the proportion of women in the Supervisory Board, Management Board and the two management levels below the Management Board of RENK Group AG**

#### **Proportion of women in and targets for the Supervisory Board**

In accordance with Section 96(2) German Stock Corporation Act, the Supervisory Board of RENK Group AG must be composed of at least 30% women and at least 30% men, as RENK Group AG is a listed company and subject to the German Co-Determination Act. In fiscal year 2025, the composition of the Supervisory Board of RENK Group AG met the requirements for the statutory minimum proportion of women and men in accordance with Section 96(2) German Stock Corporation Act. It is not necessary to set targets for the proportion of women in the Supervisory Board due to the mandatory application of the statutory minimum participation requirement under Section 111(5) s. 8 German Stock Corporation Act.

#### **Proportion of women in and targets for the Management Board and the two management levels below the Management Board**

In fiscal year 2025, the Management Board of RENK Group AG consisted of only three persons, meaning that the statutory requirements regarding the minimum proportion of women and men in the Management Board under Section 76(3a) s. 1 German Stock Corporation Act did not apply. Under Section 111(5) German Stock Corporation Act, the Supervisory Board of RENK Group AG is required to define targets for the proportion of women in the Management Board of RENK Group AG and deadlines for meeting those targets. RENK has nevertheless met the requirements for the statutory minimum proportion of women. The Supervisory Board has defined a target of 30% for the proportion of women in the Management Board of RENK Group AG. A deadline of June 30, 2028 was set to achieve this target. The target was already met in fiscal years 2024 and 2025.

Under Section 76(4) German Stock Corporation Act, the Management Board of RENK Group AG is required to define targets for the two management levels below the Management Board as well as deadlines for meeting those targets. The Management Board has committed itself to the longer-term target of achieving a 20% proportion of women in the four management levels below the Management Board by 2030. Based on this, it derived the medium-term target of achieving a 15.9% proportion of women in the four management levels below the Management Board by 2027. Target achievement cannot be determined before the December 31, 2027 and December 31, 2030 reporting dates. As of the December 31, 2025 reporting date, the proportion of women in the four management levels below the Management Board was 12.24%.

In addition to gender diversity, RENK intends to focus on and increase the proportion of managers with a foreign background. To achieve this, the entire application process is to follow a global approach. Job advertisements for all locations are prepared in English and published on international platforms. In addition, recruitment consultants who operate globally are increasingly being engaged to find the ideal candidates.