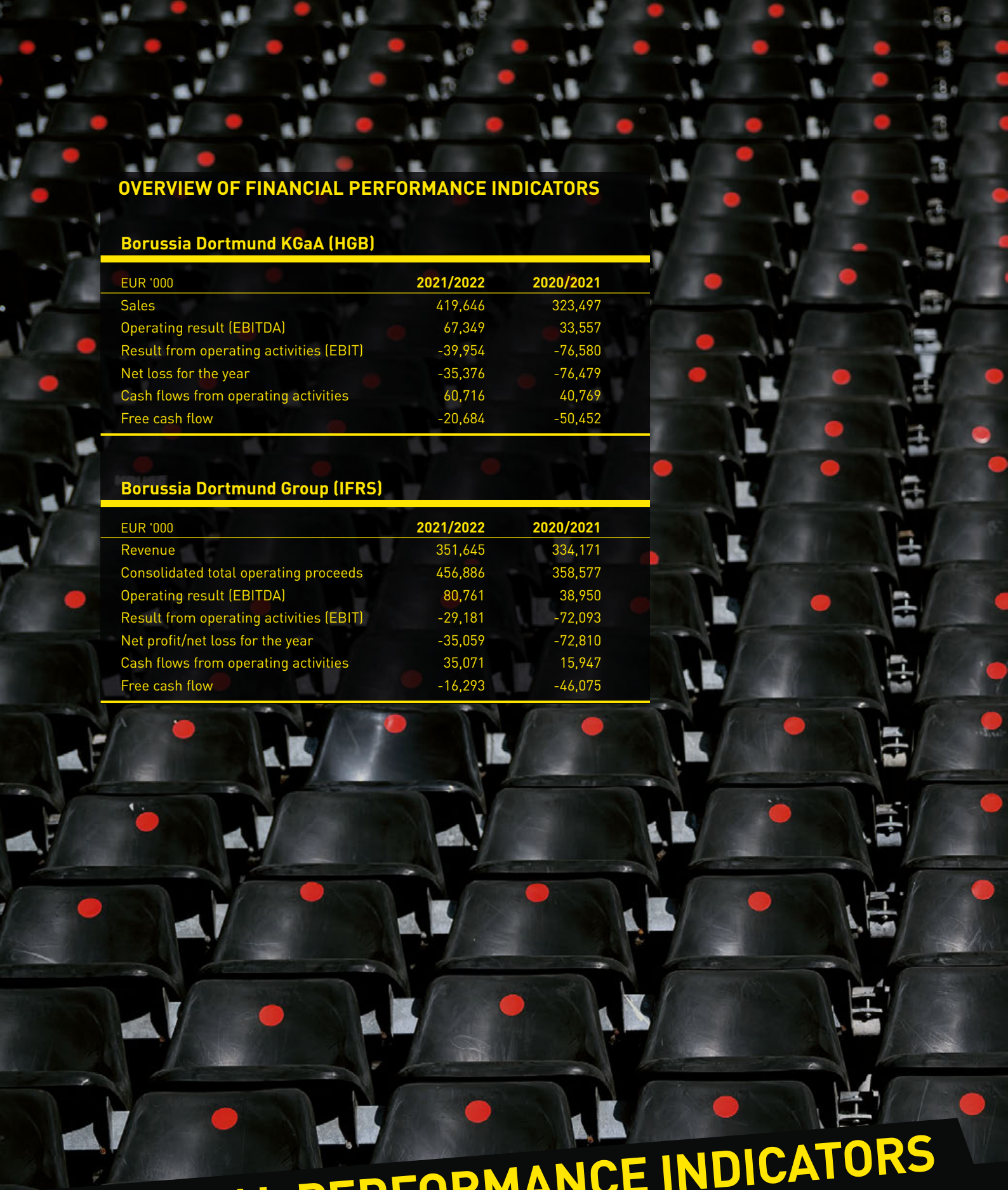

FINANCIAL PERFORMANCE INDICATORS

OVERVIEW OF FINANCIAL PERFORMANCE INDICATORS

Borussia Dortmund KGaA (HGB)

EUR '000	2021/2022	2020/2021
Sales	419,646	323,497
Operating result (EBITDA)	67,349	33,557
Result from operating activities (EBIT)	-39,954	-76,580
Net loss for the year	-35,376	-76,479
Cash flows from operating activities	60,716	40,769
Free cash flow	-20,684	-50,452

Borussia Dortmund Group (IFRS)

EUR '000	2021/2022	2020/2021
Revenue	351,645	334,171
Consolidated total operating proceeds	456,886	358,577
Operating result (EBITDA)	80,761	38,950
Result from operating activities (EBIT)	-29,181	-72,093
Net profit/net loss for the year	-35,059	-72,810
Cash flows from operating activities	35,071	15,947
Free cash flow	-16,293	-46,075

Berliner
evonik

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Hans-Joachim Watzke
Managing Director (Chairman)

Thomas Treß
Managing Director

Carsten Cramer
Managing Director

Dear Shareholders,

The return of the fans to SIGNAL IDUNA PARK impressed upon us once again just what makes football at Borussia Dortmund so special. The emotions stirred in an unparalleled interplay between the fans and team epitomise real love. We no longer want to miss out on that feeling, which will continue to play a major part in our successes going forward.

We are so glad to be able to play in front of a full stadium again and are thus excited to be able to make 81,365 unique stadium experiences possible at every home match – including at UEFA Champions League showdowns. After not being allowed to fill our stadium even to half capacity on average in the past season, the elimination of capacity restrictions will not only be a financial boon to us but also will put wind beneath the wings of the team.

In the new season we will see a team that has changed on and off the pitch. The departure of Michael Zorc after 44 years marks the end of an era. We could not be more grateful for his services

LETTER TO THE SHAREHOLDERS

to the team. However, every end also means a new beginning. We moved quickly to seize this opportunity. Our new sporting director Sebastian Kehl and our new head coach Edin Terzić embody Borussia Dortmund's DNA in a special way. Both have already demonstrated their ability to lead our team to titles.

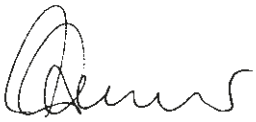
We look back on the performances on the pitch this past season with mixed feelings. We played a decent season in the Bundesliga. However, our performance in the cup competitions was not satisfactory. We are all the more pleased that both our women's team and our U19 youth squad were able to win their leagues and receive the attention that they deserve. We consider that an affirmation that our youth and women's football clubs are on the right track, as well as an obligation to stay on this path.

Yet, even off the pitch, Borussia Dortmund aims to set an example. Sustainability has been and will remain an important topic for us, and we intend to take charge. For many years now, our corporate activities have also been guided in part by sustainability. We therefore commend DFL Deutsche Fußball Liga GmbH for including binding sustainability guidelines in their licensing regulations. The implementation of an independent DFL commission for sustainability also demonstrates the rising significance of this issue. We only have one planet on which we can play football, and that's why we are proud to have set out on this path together.

We look forward to the new season. Together, in full stadiums, with real love!

Hans-Joachim Watzke
Managing Director (Chairman)

Thomas Treß
Managing Director



Carsten Cramer
Managing Director

REPORT OF THE SUPERVISORY BOARD

Borussia Dortmund GmbH & Co. KGaA ("Borussia Dortmund", "BVB" or the "KGaA") looks back on a chequered and another challenging financial year in 2021/2022.

Borussia Dortmund brought its third "COVID" season to a close on a sound financial footing with no need to incur new debt.

Without doubt a key milestone was the capital increase by means of a rights issue, which was announced on 16 September 2021 and successfully concluded on 5 October 2021 with all shares fully placed. A total of 18,396,220 new shares at a subscription ratio of 5:1 were offered for EUR 4.70 per share. 91.6% of all subscription rights were exercised, and the new shares not covered by subscription rights were allotted to a small group of investors. The number of shares was increased to a total of 110,396,220.

This financial stability is undoubtedly a stand-out feature for Borussia Dortmund in European club football and something we can be proud of. Nonetheless, Borussia Dortmund's financial performance this 2021/2022 financial year was again severely impacted by the COVID-19 pandemic and the restrictions on public life imposed in its wake. In addition, Russia's invasion of Ukraine in early 2022 and the first noticeable effects of the war on the global economy, rising inflation and adjustments to interest rate policy have also changed the economic conditions and made things more difficult, which first and foremost adversely affected BVB's share price. In this context there is at least some consolation in the fact that BVB shares were "in good company", with national and international share indices also affected.

By again directly qualifying for the group stage of the UEFA Champions League in the 2022/2023 season, the club achieved one of its key goals in the Bundesliga. By contrast, 15 defeats across all competitions and a total of 52 goals conceded in the Bundesliga alone was not a satisfactory record. The team's early elimination from national and international cup competitions also did not meet our expectations. After conducting their end-of-season analysis, the sports management team was not convinced that head coach Marco Rose and his assistants were still the right fit for the club. As such, Marco Rose was replaced by Edin Terzić, who will coach Borussia Dortmund's senior team from the 2022/2023 season onwards. But the club also enjoyed success elsewhere on the pitch, as the U19 team triumphantly defended its league title. This squad, with its many talented German and international players, is laying the foundation for Borussia Dortmund's future.

The economic impact of the COVID-19 pandemic this past financial year was again considerable. In the 2021/2022 financial year (1 July 2021 to 30 June 2022), Borussia Dortmund generated revenue of EUR 351.6 million (previous year: EUR 334.2 million). Consolidated total operating proceeds (revenue plus gross transfer proceeds generated) amounted to EUR 456.9 million (previous year: EUR 358.6 million). In the financial year ended, the consolidated net loss amounted to EUR 35.1 million (previous year: loss of EUR 72.8 million). Consolidated earnings before taxes (EBT) amounted to EUR -33.4 million (previous year: EUR -73.2 million); consolidated earnings before interest, taxes, depreciation and amortisation (EBITDA) amounted to EUR 80.8 million (previous year: EUR 39.0 million). In the separate financial

statements of Borussia Dortmund GmbH & Co. KGaA prepared in accordance with the German Commercial Code (HGB), the Company reported a net loss for the year of EUR 35.4 million. In light of this earnings situation, it is not possible to propose a dividend distribution to the 2022 Annual General Meeting. However, due to the sufficient level of consolidated equity available and the Company's long-term focus, Borussia Dortmund is able to shoulder the losses sustained in financial year 2021/2022. However, as we look to the 2022/2023 season, everything is pointing to the fact that things will begin to return to normal as spectators are allowed back into stadiums.

Composition and activities of the supervisory board and audit committee

The members of the Supervisory Board during the reporting period were Mr Gerd Pieper (member and Chairman of the Supervisory Board until 24 September 2021), Mr Christian Kullmann (Deputy Chairman of the Supervisory Board until 24 September 2021, Chairman of the Supervisory Board from 25 September 2021), Mr Ulrich Leitermann (Deputy Chairman of the Supervisory Board from 25 September 2021), Ms Judith Dommermuth, Ms Silke Seidel, Mr Bernd Geske, Mr Bjørn Gulden, Mr Bodo Löttgen and Dr Reinhold Lunow. In addition, Prof. Bernhard Pellens was newly appointed to the Supervisory Board by the Annual General Meeting on 2 December 2021.

In the 2021/2022 financial year, the Supervisory Board closely monitored the status and development of the Company and the Group, in particular also in light of the COVID-19 pandemic. It exercised all of the rights and duties incumbent upon it by virtue of the law and the Articles of Association.

Seven meetings of the full Supervisory Board were held in financial year 2021/2022 (on 16 September 2021, 20 September 2021, 5 October 2021, once before and once after the Annual General Meeting on 2 December 2021, on 22 March 2022 and on 16 May 2022). Of these, two meetings (on 16 September 2021 and 5 October 2021) were held in virtual form as video and conference calls, two were held in person (before and after the Annual General Meeting on 2 December 2021) and the remaining three were held in hybrid form (some members present in person and some attending by video/conference call).

Furthermore, written resolutions were circulated and adopted by the Supervisory Board on three occasions: firstly, on 27 July 2021 and 10 September 2021 in the context of the request for proposals relating to the audit of the annual and consolidated financial statements for financial year 2021/2022 and then on 3 February 2022 in the context of reducing the Company's overdraft facilities.

All resolutions were adopted in accordance with the provisions of the Articles of Association and the relevant law.

During the reporting period, the Supervisory Board received regular, timely and comprehensive oral and written reports from the management within the meaning of § 90 of the German Stock Corporation Act (*Aktiengesetz*, "AktG"). The Supervisory Board reviewed the reports submitted to it for plausibility, and, where necessary, discussed them with the management. These reports focused on the development of the business, the liquidity, earnings and financial position, corporate planning (specifically, financial, investment and personnel planning), the risk

position and risk management within the Company and the Group, the implementation of capital increase I/2021, including granting subscription rights for existing shareholders, by using Authorised Capital 2020 (representing the reason for and focus of the Supervisory Board meetings on 16 September 2021 and 5 October 2021), the request for proposals relating to the audit of the annual and consolidated financial statements for financial year 2021/2022 (representing the reason for and focus of circulating the written resolutions on 27 July 2021 and 10 September 2021) and strategy topics, in each case with a specific focus on the effects of the COVID-19 pandemic.

Moreover, the Supervisory Board received written reports in the intervals between its meetings. These reports and the subsequent discussion and verification thereof also dealt with the interim financial reports (i.e., the half-yearly financial report and quarterly financial reports). Moreover, the Chairman of the Supervisory Board was in regular contact with the management outside of meetings; he was kept regularly apprised of current developments in the business and major business transactions and advised on strategic and budgetary issues as well as the Company's business development, risk position, risk management (including with respect to the COVID-19 pandemic) and compliance issues. The management fulfilled its duty to keep the Supervisory Board informed in a complete, continuous and timely manner.

The Supervisory Board advised and monitored the general partner and its managing directors on the management of the Company, including in matters relating to sustainability. The reports of the management and the Supervisory Board's enquiries and deliberations formed a basis for this function. The Supervisory Board considers the management of the Company to be in compliance with the law and in proper order, it deems the internal control system, risk management system and internal audit system to be effective, and attests to the Company's corporate organisation and economic viability. Reports and consultations concerned in particular athletic performance in the 2021/2022 season and the reforms introduced by the German Act to Strengthen Financial Market Integrity (*Finanzmarktintegritätsstärkungsgesetz*, "FISG").

In the reporting period, the Supervisory Board also adopted resolutions on commissioning an external assurance engagement on the Company's separate non-financial Group report for financial year 2021/2022 (§ 111 (2) sentence 4 in conjunction with § 278 (3) AktG).

In addition, during the reporting year, the Supervisory Board reviewed the accounting and financial reporting and preparations for the Annual General Meeting in the previous year, specifically its proposals for resolutions and nominations for election for this Annual General Meeting and its approval of the general partner's decision to hold the 2021 Annual General Meeting in virtual form. Part of this review involved ascertaining the independence of the auditor, taking into consideration the additional services rendered by it, prior to resolving to propose it for election. The Supervisory Board's activities also covered the terms of engagement and the fee agreement, the audit focal points and engaging the auditor elected by the previous year's Annual General Meeting.

The Supervisory Board established an audit committee with effect as at 3 December 2021. In the reporting period, its members were Prof. Bernhard Pellens as Chairman of the Committee, Mr Ulrich Leitermann as Deputy Chairman, and Ms Silke Seidel.

The Audit Committee performed the tasks entrusted to it by law and by resolution of the Supervisory Board. It held two in-person meetings in the reporting period of the 2021/2022 financial year (on 4 March 2022 and 9 May 2022). The focal points and subject matter of the meetings were the half-yearly and quarterly financial reports, acceptance of the report by Deloitte GmbH Wirtschaftsprüfungsgesellschaft on the review of the half-yearly financial report for 2021/2022, determining the audit focal points for the audit of the annual and consolidated financial statements for financial year 2021/2022, the risk management in financial year 2021/2022 (including an outlook on the anticipated effects of applying IDW AuS 340 (revised version) for the first time as at 30 June 2022), updates on the improvements being made in the risk and compliance management system, the internal control system and internal audit, in particular on the launch of a whistleblower system, and the independence of the auditor and the quality of the audit of the financial statements. In this connection, the Committee circulated and adopted a written resolution on 21 January 2022 pre-approving the non-audit services provided by the auditor in accordance with Article 5(4) of the EU Statutory Audit Regulation and § 319a (3) of the German Commercial Code (*Handelsgesetzbuch*, "HGB") in the version still applicable for financial year 2021/2022. The managing director of the general partner responsible for financial affairs, representatives of the auditor and managers from the Company's respective corporate divisions were on hand to present reports and answer questions on individual matters discussed at Committee meetings. The Chairman of the Committee maintained regular contact with the representatives of the auditor on the progress made in the audit and reported back to the Committee on this subject. He also reported on the work of the Audit Committee at each subsequent meeting of the Supervisory Board. In addition, the Supervisory Board received recommendations for resolutions from the Committee within the scope of its assigned areas of responsibility.

2021/2022 Annual and Consolidated Financial Statements

The annual financial statements for Borussia Dortmund GmbH & Co. KGaA and the consolidated financial statements as at 30 June 2022 and the management report for the Company and the Group management report (each of which comprising the explanatory report on disclosures made pursuant to § 289a and § 315a HGB) were prepared and submitted in due time by the management of the general partner and were audited, along with the bookkeeping system by the auditor, Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf ("Deloitte"), in accordance with the statutory provisions, and were each issued an unqualified audit opinion. With respect to the risk early warning system, the auditor found that the management had taken the appropriate measures as required under § 91 (2) AktG, particularly with respect to establishing a monitoring system suited towards identifying risks early on which may jeopardise the Company as a going concern.

The annual and consolidated financial statements, the management report for the Company and the Group management report containing the risk report and the corresponding audit reports were submitted to all members of the Supervisory Board in due time. These and the remuneration report for the reporting period were deliberated in detail, discussed and reviewed in the presence of representatives of the auditor at a meeting of the Audit Committee on 6 September 2022 and by the Supervisory Board at its meeting on 26 September 2022. At that meeting, the auditors reported on and discussed the key findings of their audit, including those relating to the accounting-related internal control and risk management system. The auditor and the management responded to questions raised.

The Supervisory Board concurred with the auditors' findings and, subsequent to its own review work prepared by the Audit Committee of the Supervisory Board, did not raise any objections. After an appropriate review, this also included the remuneration report in accordance with § 162 in conjunction with § 278 (3) AktG for the reporting period. At its meeting on 26 September 2022, the Supervisory Board approved the annual financial statements of Borussia Dortmund GmbH & Co. KGaA as at 30 June 2022 as well as the consolidated financial statements as at 30 June 2022.

Moreover, the Supervisory Board – on the basis of the work of its Audit Committee – performed its own review of the report on relationships with affiliated companies (dependent company report) for the 2021/2022 financial year prepared by the general partner pursuant to § 312 AktG. The dependent company report was also audited by the auditor, who issued the following opinion:

"Having conducted a proper audit and assessment, we hereby confirm that

1. the factual information in the report is correct
2. the consideration paid by or to the Company in connection with the legal transactions listed in the report was not inappropriately high."

The auditor's report on the audit of the dependent company report had also been submitted to the Supervisory Board. These documents were discussed and reviewed by the Supervisory Board and prior to that by its Audit Committee at the aforementioned meetings, with the auditor and the management in attendance. Upon concluding its review, the Supervisory Board did not raise any objections to the declaration by the general partner at the conclusion of the dependent company report. The Supervisory Board noted with approval the findings of the audit of the dependent company report by the auditor.

The Borussia Dortmund Group is also required to prepare a separate report on the non-financial aspects of its activities for the 2021/2022 financial year. In line with the statutory options and as in the three preceding financial years, the general partner has chosen to prepare a separate non-financial Group report pursuant to § 315b (3) HGB that is not part of the Group management report, and to make this permanently available on the Company's website. The Supervisory board engaged Deloitte to provide limited assurance over the separate non-financial Group report. Deloitte issued a limited assurance report based on this engagement. This means that, based on the work it performed and the evidence it obtained, nothing had come to Deloitte's attention that caused it to believe that the separate non-financial Group report for the period from 1 July 2021 to 30 June 2022 had not been prepared, in all material respects, in accordance with § 315b and § 315c, in conjunction with § 289c

to §289e HGB. The separate non-financial Group report and the review report prepared by Deloitte were presented to the Supervisory Board and its Audit Committee. After discussing the topic at its meeting convened to approve the financial statements on 26 September 2022 and the meeting of the Audit Committee held in advance on 6 September 2022 to prepare for that discussion, the Supervisory Board concurred with the findings of Deloitte's limited assurance engagement and raised no objections to the separate non-financial Group report based on the findings of its own review.

The Supervisory Board proposes to the Annual General Meeting that the annual financial statements as at 30 June 2022 be adopted. In the annual financial statements (separate financial statements) prepared in accordance with German commercial law (HGB) as at 30 June 2022, the Company reported a net loss for the year of EUR 35,376,227.11. This earnings situation means that the general partner and the Supervisory Board are not able to make a proposal to the Annual General Meeting on the appropriation of net profit, or to recommend that it resolve to distribute a dividend.

Moreover, the Supervisory Board proposes ratifying the actions of the general partner, Borussia Dortmund Geschäftsführungs-GmbH, for the 2021/2022 financial year.

Corporate governance

With the exception of five absences, all members of the Supervisory Board attended all Supervisory Board meetings and all members of the Audit Committee attended all Audit Committee meetings. After rounding, the attendance rate amounts to 92.5%. The attendance of individual members at meetings was as follows:

- Ms Judith Dommermuth, Ms Silke Seidel, Mr Bernd Geske, Mr Bjørn Gulden, Mr Christian Kullmann and Dr Reinhold Lunow all attended seven meetings of the Supervisory Board and Ms Silke Seidel attended both meetings of the Audit Committee (100% attendance rate).
- Following his election to the Supervisory Board on 2 December 2021, Prof. Bernhard Pellens attended all three subsequent meetings of the Supervisory Board and both meetings of the Audit Committee (100% attendance rate).
- Mr Bodo Löttgen attended six of seven meetings of the Supervisory Board (85.7% attendance rate).
- Mr Ulrich Leitermann attended five of the seven meetings of the Supervisory Board and both meetings of the Audit Committee (77.8% attendance rate).
- Until leaving office for health reasons with effect as at the end of 24 September 2021, Mr Gerd Pieper had been unable to attend the two meetings held prior to that date (0% attendance rate).

The Supervisory Board and the management of the general partner also dealt with issues of corporate governance during the reporting period.

The Supervisory Board also met regularly without the members of the general partner's management in the reporting period. With respect to the audit of the financial statements for financial year 2021/2022, the Audit Committee also consulted with the representatives of the auditor without the presence of members of the general partner's management.

The members of the Supervisory Board were and are provided with appropriate assistance upon taking up their positions and when participating in further or continuing education, which they are generally required to perform on their own responsibility. For example, the Company offered an educational event for the Supervisory Board in the reporting period on the topics of "Analysing the German Act to Strengthen Financial Market Integrity (FISG), with a particular focus on establishing an audit committee", and "Changes in the German Corporate Governance Code, in particular discussion of a preliminary draft of the September 2021 Declaration of Conformity". All members of the Supervisory Board were provided with a trade journal (including online content) for educational purposes.

The current Declaration of Conformity was adopted at the same time as the resolution on this report and relates to the German Corporate Governance Code in the version dated 28 April 2022, which was published in the Federal Gazette (*Bundesanzeiger*) on 27 June 2022. The full declaration is permanently available online at http://aktie.bvb.de/eng, under "Corporate Governance". Additional information and explanations can be found in the corporate governance declaration, which is also permanently published on the Company's website.

Personnel matters

On 26 August 2021, Mr Gerd Pieper, who joined the Supervisory Board on 25 November 2003 and became its chairman on 2 November 2004, resigned from the Supervisory Board for health reasons, effective as at the end of 24 September 2021. The Supervisory Board, but also the entire club, owes a deep debt of gratitude to Gerd Pieper. He took office at a difficult time during the club's economic crisis of 2004/2005. He selflessly put himself forward for office on the Supervisory Board, and subsequently as Chairman, at this incredibly difficult time for Borussia Dortmund. For almost two decades, Gerd Pieper championed our Company with great personal commitment. He did this in his prudent and level-headed manner, giving counsel and always listening to others. He was a key facilitator in the economic restructuring and the ultimately successful efforts to return our Company to a sound financial footing. As a consummate BVB man, it was good fortune and sheer delight for him that his time in office coincided with a period that was not just dominated by business concerns but also by great success on the pitch (the 2011 league title, the domestic double in 2012, the Champions League final at Wembley in 2013 and victories in the DFB Cup in 2017 and 2021 to name just a few). *"It was both an honour and a pleasure for me to serve Borussia Dortmund over this long period. With my health as it is at the moment*

and aware as I am of the responsibility inherent in the offices I hold, I am now forced to step down unexpectedly and prematurely. I would like to thank all of the members, fans, business partners and limited liability shareholders – and the management, all members of the committees and all of the employees here at Borussia Dortmund for the trust they have shown in me. Rest assured that as I move on to this new phase in my life one thing will always ring true: Once a BVB man, always a BVB man!" said Gerd Pieper in a press release announcing his decision to step down.

Consequently, at its meeting on 20 September 2021, the Supervisory appointed Mr Christian Kullmann, who had been the Deputy Chairman since the end of August 2019, as Chairman of the Supervisory Board and Mr Ulrich Leitermann as Deputy Chairman of the Supervisory Board, in each case with effect from 25 September 2021. As already stated in the introduction, the Annual General Meeting on 2 December 2021 resolved to appoint Prof. Bernhard Pellens as a new member of the Supervisory Board to fill the position left vacant by Mr Pieper.

The Supervisory Board would like to express its gratitude to the management, the Works Council and all employees for their enduring commitment and hard work, particularly when faced with the massive challenges posed by the COVID-19 pandemic.

The Supervisory Board also wishes to thank Borussia Dortmund's business partners, shareholders and fans for their trust.

Dortmund, 26 September 2022

The Supervisory Board

Christian Kullmann
Chairman of the Supervisory Board

EXECUTIVE BODIES AND CORPORATE STRUCTURE

EXECUTIVE BODIES

BV. BORUSSIA 09 e.V. DORTMUND

Chairman

Dr. Reinhard Rauball	**President**
Dr. Reinhold Lunow	**Vice President**
Bernd Möllmann	**Treasurer**

BORUSSIA DORTMUND GmbH & Co. KGaA

Supervisory Board

Christian Kullmann — **Chairman** (since 25 September 2021 / Deputy Chairman of the Supervisory Board until 24 September 2021)
Chairman of the Executive Board of Evonik Industries AG, Essen

Ulrich Leitermann — **Deputy Chairman** (since 25 September 2021)
Chairman of the Managing Boards of group parent companies of the SIGNAL IDUNA Group, Dortmund

Bernd Geske
Managing partner of Bernd Geske Lean Communication, Meerbusch

Judith Dommermuth (since 19 November 2020)
Managing partner of JUVIA Verwaltungs GmbH, Cologne

Bjørn Gulden
Chief Executive Officer of PUMA SE, Herzogenaurach

Dr. Reinhold Lunow
Medical Director of Praxisklinik Bornheim, Bornheim

Silke Seidel
Senior Executive at Dortmunder Stadtwerke Aktiengesellschaft and Managing Director of Hohenbuschei Beteiligungsgesellschaft mbH, Westfalentor 1 GmbH and Dortmund Logistik GmbH, all in Dortmund

Bodo Löttgen
Chair of the CDU parliamentary group in the state parliament of North Rhine-Westphalia, detective chief inspector (Kriminalhauptkommissar) (ret.), public administration graduate

Prof. Dr. Bernhard Pellens (since 2 December 2021)
Professor of International Corporate Accounting at Ruhr University Bochum, Academic Director of the Institute of Management (ifu) at Ruhr University Bochum and Honorary Professor at Tongji University in Shanghai, China

Gerd Pieper — Retired (Chairman of the Supervisory Board until 24 September 2021)
Privateer; former Managing Director of Stadt-Parfümerie Pieper GmbH, Herne

BORUSSIA DORTMUND GESCHÄFTSFÜHRUNGS-GmbH

Management

Hans-Joachim Watzke	**Managing Director (Chairman)**
Thomas Treß	**Managing Director**
Carsten Cramer	**Managing Director**

CORPORATE STRUCTURE

BORUSSIA DORTMUND GmbH & Co. KGaA

100.00%	BVB Stadionmanagement GmbH
100.00%	BVB Merchandising GmbH
100.00%	BVB Event & Catering GmbH
100.00%	besttravel dortmund GmbH
100.00%	BVB Asia Pacific Pte. Ltd.
100.00%	BVB Fußballakademie GmbH
33.33%	Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH

BVB SHARES

SHARE PRICE PERFORMANCE

During the reporting period for the 2021/2022 financial year (1 July 2021 to 30 June 2022), the performance of BVB shares was influenced by the effects of the SARS-CoV-2 (COVID-19) pandemic, by missing out on sporting success in domestic (DFB) and international (UEFA) cup competitions, and from the third quarter of the financial year was also heavily impacted by the war in Ukraine and the universal reaction this caused on the stock markets. (Unless indicated otherwise, the following data is based on the closing price of shares in XETRA trading in BVB shares; where necessary, figures have been rounded up to the nearest hundredth.)

The shares of Borussia Dortmund GmbH & Co. KGaA kicked off the new 2021/2022 financial year at EUR 6.24 on 1 July 2021 (previous year: EUR 5.97). On the same day, the Company announced the imminent transfer of the player Jadon Sancho to Manchester United and reported that the realisation of this transfer deal was expected to have a positive effect on key earnings figures (EBITDA, EBIT) of around EUR 56.0 million for the 2021/2022 financial year (see ad hoc disclosure from the same date). On 2 July 2021, BVB shares were listed at EUR 6.13 and on 7 July 2021 at EUR 6.03. During the remainder of July 2021, the price of BVB shares fluctuated between EUR 5,80 and EUR 6.05 BVB shares traded at EUR 6.22 at the start of the season on 6 August 2021. On 9 August 2021, the Company announced the preliminary figures for the 2020/2021 financial year (see ad hoc disclosure from the same date) and consolidated total operating proceeds (revenue plus gross transfer proceeds generated) of EUR 358.6 million (previous year: EUR 486.9 million). In the financial year ended, the consolidated net loss amounted to EUR 72.8 million (previous year: loss of EUR 44.0 million). Consolidated earnings before taxes (EBT) amounted to EUR -73.2 million (previous year: EUR -46.6 million); consolidated earnings before interest, taxes, depreciation and amortisation (EBITDA) amounted to EUR 39.0 million (previous year: EUR 63.0 million). On that same date, BVB shares closed at EUR 6.33 and lost ground on the following day, slipping to EUR 6.27. The share price then rebounded on the heels of the team's positive performances on the pitch. On 12 August 2021, BVB shares were listed at EUR 6.36 and reached their high for the reporting period of EUR 6.70 on 16 August 2021. The share price slipped to EUR 5.82 on 23 August 2021 following two consecutive losses, before stabilising at around EUR 6.00 in early September 2021. BVB shares traded at EUR 5.98 on 15 September 2021. On 16 September 2021, the Company announced that it had resolved to increase its capital by utilising the existing authorised capital. Accordingly, the Company's share capital would be increased by EUR 18,396,220.00 from EUR 92,000,000.00 to EUR 110,396,220.00 by issuing 18,396,220 new no-par value ordinary bearer shares against cash contributions. The issue price per new share amounted to EUR 4.70. The subscription ratio was set at 5:1. The Company also announced that it expected the capital increase to generate gross issue proceeds of approximately EUR 86.5 million (see ad hoc disclosure from the same date). On this date, BVB shares closed the trading day at EUR 5.27. During the remainder of September 2021, the share price then trended towards the issue price. This trend then continued. On 1 October 2021, BVB shares were listed at EUR 4.91 and on 5 October 2021 at EUR 4.90. On this date the Company announced the successful implementation of the capital increase by means of a rights issue (see corporate news from the same date) and on the following day BVB shares traded at EUR 4.78. Two clear-cut losses against Ajax Amsterdam in the group stage of the UEFA Champions League on 19 October and 3 November 2021 diminished the club's chances of advancing to the round of 16 in the UEFA Champions League,

which impacted the share price performance accordingly. On 20 October 2021, BVB shares closed at EUR 4.83 and on 4 November 2021 at EUR 4.81. On 5 November 2021, Borussia Dortmund GmbH & Co. KGaA released the preliminary first quarter figures for financial year 2021/2022 (see ad hoc disclosure from the same date). The capital market reacted positively to the news. On that day, BVB shares closed at EUR 4.92. The share price then dipped again following further losses in the Bundesliga and in the UEFA Champions League, a trend that would continue until the end of the reporting period. BVB shares traded at EUR 4.84 on 8 November 2021, EUR 4.65 on 12 November 2021, EUR 4.49 on 24 November 2021, EUR 4.36 on 25 November 2021 and EUR 4.12 on 30 November 2021. On 2 December 2021, the day of the virtual Annual General Meeting, BVB shares traded at EUR 4.19, and the share price then slipped on the news that limits would once again be placed on the number of spectators allowed into stadiums due to the pandemic (see corporate news from the same date). However, the share price began to climb again after Borussia Dortmund won its last match of the group stage of the UEFA Champions League, thereby finishing third in the group and qualifying for the UEFA Europa League, despite being eliminated from the UEFA Champions League. BVB shares traded at EUR 4.42 on 7 December 2021. The team's inconsistent performances in the Bundesliga thereafter led to a brief period of volatility in the share price performance. BVB shares traded at EUR 4.30 on 15 December 2021, EUR 4.42 on 17 December 2021 and EUR 4.30 on 20 December 2021. The 2021 calendar year ended with BVB shares trading at EUR 4.34 on 30 December 2021 (previous year: EUR 5.44).

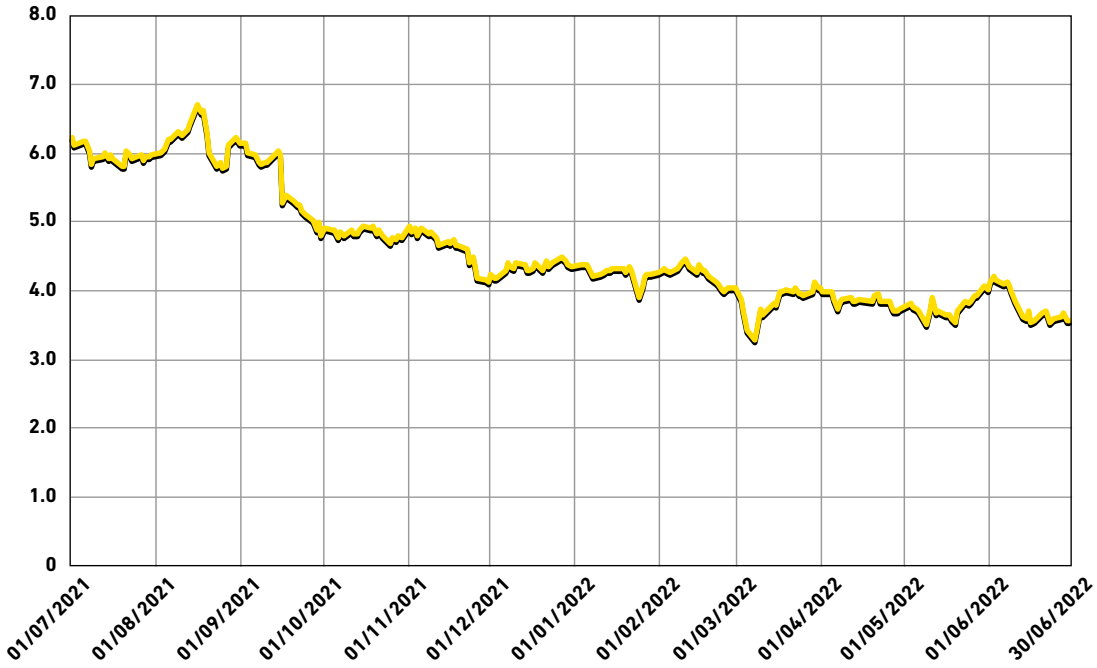
BVB shares kicked off the new 2022 calendar year at EUR 4.39 on 3 January 2022, and buoyed by two Bundesliga wins maintained this level until mid-January 2022. BVB was unexpectedly knocked out of the DFB Cup after losing to FC St. Pauli on 18 January 2022. The shares traded at EUR 4.28 on 19 January 2022 and EUR 3.90 on 24 January 2022. The share price then staged a rally into mid-February 2022 on the back of positive news about the easing of regional COVID-19 restrictions and the potential return of spectators to the stands. BVB shares traded at EUR 4.06 on 25 January 2022, EUR 4.24 on 27 January 2022, EUR 4.30 on 1 February 2022, EUR 4.41 on 8 February 2022 and EUR 4.47 on 10 February 2022. In the midst of this positive news came the announcement on 7 February 2022 that Germany international Niklas Süle was signing with BVB on a free transfer from FC Bayern Munich. As the season progressed, however, the chance to build on this upward price trend was missed as BVB suffered an unexpected loss in the first leg of its UEFA Europa League tie against Glasgow Rangers on 17 February 2022. The positive business news on the next trading day, 18 February 2022, when the Company published its preliminary semi-annual figures (see ad hoc disclosure from the same date) did little to buoy the share price. Instead, the prospect of being eliminated from the UEFA Europa League and missing out on the additional revenue from cup competitions caused the share price to trend downward in the period that followed. On 18 February 2022, BVB shares closed at EUR 4.20 and on 21 February 2022 at EUR 4.13. The share price continued to lose ground in the days that followed. On the evening of 24 February 2022, BVB was eliminated from the UEFA Europa League following a draw in the return leg. The next day, 25 February 2022, the Company published amended guidance in response (see the ad hoc disclosure from the same date), announcing that the forecast of a consolidated net loss of EUR 12,000–17,000 thousand for the 2021/2022 financial year, as published in the Group management report as at

30 June 2021, could no longer be achieved due to the team's elimination in the play-off round of the UEFA Europa League. Instead, Borussia Dortmund now forecast a consolidated net loss of EUR 17,000–24,000 thousand for the 2021/2022 financial year. On that day, BVB shares closed at EUR 4.05. The club's news was overshadowed by the outbreak of war in Ukraine. BVB shares were caught up in the general reaction on the stock markets and their price dropped considerably in the days that followed. BVB shares traded at EUR 3.98 on 1 March 2022, EUR 3.71 on 3 March 2022, EUR 3.42 on 4 March 2022 and EUR 3.29 on 7 March 2022. Buoyed by draws and victories in the Bundesliga, Borussia Dortmund began to increase its chances of qualifying for the 2022/2023 season of the UEFA Champions League. This caused the share price to recover in what was a difficult market environment caused by the war in Ukraine. BVB shares traded at EUR 3.43 on 8 March 2022, EUR 3.70 on 11 March 2022, EUR 3.78 on 15 March 2022, EUR 4.03 on 18 March 2022, and EUR 4.05 on 31 March 2022.

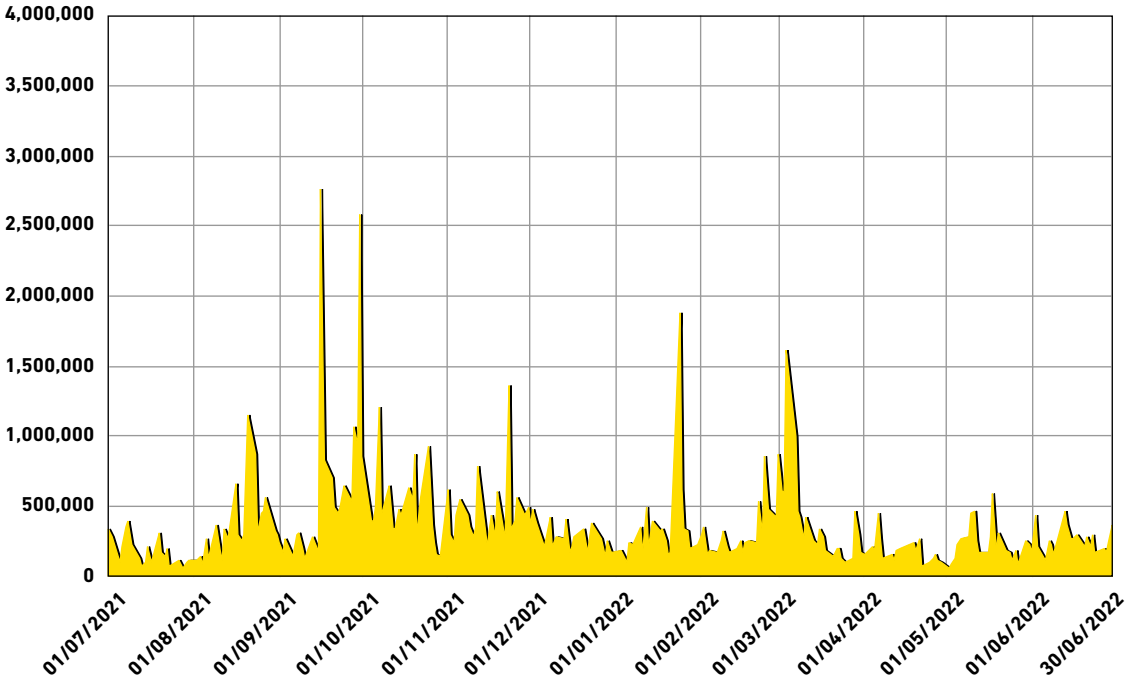
The share price performance remained volatile in April. BVB shares traded at EUR 4.00 on 1 April 2022, EUR 3.73 on 6 April 2022, EUR 3.90 on 11 April 2022, EUR 3.85 on 19 April 2022, EUR 3.97 on 21 April 2022, and EUR 3.74 on 29 April 2022. On 6 May 2022, the Company announced its preliminary figures for the third quarter (see ad hoc disclosure from the same date). On that day, BVB shares were listed at EUR 3.71 and on 9 May 2022 at EUR 3.50. On 10 May 2022, the Company announced the imminent transfer of Erling Haaland to Manchester City (see ad hoc disclosure from the same date). On that day, BVB shares were listed at EUR 3.74 and on the following day at EUR 3.91. The share price did not recover for long, however, despite the team securing second place in the Bundesliga and direct qualification for the group stage of the lucrative UEFA Champions League in the 2022/2023 season. On 16 May 2022, the first trading day following the end of the 2021/2022 Bundesliga season, BVB shares traded at EUR 3.66.

On 20 May 2022, the Company announced that it was parting ways with head coach Marco Rose (see corporate news from the same date). On that date, BVB shares closed the trading day at EUR 3.70. On 23 May 2022, the Company announced that Edin Terzic would be appointed the new head coach at Borussia Dortmund (see corporate news from the same date). On that date, BVB shares closed the trading day at EUR 3.85. The share price staged a further recovery in the period that followed. BVB shares traded at EUR 3.94 on 26 May 2022, EUR 4.03 on 31 May 2022 and EUR 4.12 on 1 June 2022. The next day, 2 June 2022, the Company published amended guidance (see the ad hoc disclosure from the same date), announcing that the forecast of a consolidated net loss of EUR 17,000–24,000 thousand for the 2021/2022 financial year, as published on 25 February 2022, could no longer be achieved due to the early departure of head coach Marco Rose and his coaching staff. Instead, Borussia Dortmund now forecast a consolidated net loss of EUR 25,000–29,000 thousand for the 2021/2022 financial year. On that day, BVB shares closed at EUR 4.21 and on the following day at EUR 4.16. The share price then lost ground progressively until the end of the reporting period on the back of the general market environment and the macroeconomic consequences of factors including the ongoing war in Ukraine, rising inflation and changes in interest rate policy. BVB shares traded at EUR 4.08 on 8 June 2022, EUR 3.84 on 10 June 2022, EUR 3.64 on 13 June 2022, EUR 3.53 on 16 June 2022, EUR 3.70 on 21 June 2022, and EUR 3.63 on 27 June 2022. The reporting period ended with the BVB shares trading at EUR 3.58 on 30 June 2022 (previous year: EUR 6.22).

Share price performance (in EUR)



Revenue (Shares)



SHARE CAPITAL AND SHAREHOLDER STRUCTURE

Borussia Dortmund GmbH & Co. KGaA's share capital amounts to EUR 110,396,220 divided into the same number of no-par value shares. The shareholder structure of Borussia Dortmund GmbH & Co. KGaA was as follows as at 30 June 2022:

- Bernd Geske: 8.24%
- Evonik Industries AG: 8.19%
- SIGNAL IDUNA: 5.98%
- PUMA SE: 5.32%
- Ralph Dommermuth Beteiligungen GmbH: 5.03%
- Ballspielverein Borussia 09 e.V. Dortmund: 4.61%*
- Free float: 67.24%

** The shareholdings of these shareholders are formally included in the free float.*

SHAREHOLDINGS BY MEMBERS OF GOVERNING BODIES

As at 30 June 2022, one member of management held 7,045 no-par value shares in the Company. As at the same date, the members of the Supervisory Board held a total of 9,092,009 no-par value shares. As at 31 December 2021, members of management and the Supervisory Board held a total of 9,099,054 no-par value shares, which corresponds to more than 1% of the shares issued by Borussia Dortmund GmbH & Co. KGaA.

INVESTOR RELATIONS

The aim of our Company's Investor Relations organisation is to obtain an appropriate valuation of BVB shares on the capital market. This is achieved by pursuing ongoing and open communication with all market participants. Investor Relations forms an ideal interface between institutional investors, financial analysts and private investors. The Company seeks to justify the confidence placed in it by investors and the public through immediate and transparent communication of its financial results, business transactions, strategy, and risks and opportunities. We are committed to communications principles such as openness, continuity, equal treatment and credibility, which make it possible to develop a long-term rapport based on trust with market participants and to ensure a true and fair view of the Company.

We therefore use online communication as our main form of communications, as this offers the best basis for providing all interested parties with equal access to up-to-date information. Because this information is highly pertinent, Borussia Dortmund maintains an investor relations webpage, "BVB Share" which is available online at www.bvb.de/aktie and http://aktie.bvb.de/eng. All annual and interim financial reports are available for download at this site. Mandatory disclosures and announcements under capital market law, such as ad hoc disclosures, corporate news, and manager transactions (formerly directors' dealings) are published here in a timely manner. At the same time, our service provider, EQS Group AG (DGAP), Munich, ensures that these notices are distributed throughout Europe. Further detailed information, such as investor presentations

and in-depth information on implementing the recommendations of the German Corporate Governance Code, is provided on our website. The information is available in German and, for the most part, in English as well.

Another objective of ours in financial year 2021/2022 was to continue to foster communication with the capital markets. The Annual Press Conference on the preliminary figures of the 2020/2021 financial year was held in Dortmund on 9 August 2021. The Company also held an analyst conference on the same day in Frankfurt am Main. Both of these were held as "hybrid" events. The Company also held group and one-on-one meetings with representatives of the capital market during the reporting period (predominantly as conference calls or online meetings due to the pandemic) and took part in the "Stockpicker Summit" on 2 September 2020 in Stockholm, Sweden (organised via Hauck & Aufhäuser), the "Continental Europe & UK" roadshow from 6–8 September 2021 (organised via Berenberg), the Berenberg and Goldman Sachs "German Corporate Conference" on 22 September 2021 (organised via Berenberg) and virtual roadshows with participants from the US/UK/Ireland on 2 and 3 March 2022 (organised by Edison).

In the reporting period, BVB shares were included in the research coverage of the following firms:

- Frankfurt Main Research AG, Frankfurt am Main
  Most recent research update: 25 May 2022,
  Recommendation: "Buy" (previously: "Buy"),
  Target price: EUR 5.00 (previously: EUR 5.00);
- Edison Research Investment Ltd., London, UK
  Most recent research update: 17 May 2022,
  Recommendation/target price: "n/a"
- Hauck & Aufhäuser Privatbankiers AG, Hamburg
  Most recent research update: 10 May 2022,
  Recommendation: "Buy" (previously: "Buy"),
  Target price: EUR 5.60 (previously: EUR 8.00);
- Joh. Berenberg, Gossler & Co. KG ("Berenberg"), Hamburg
  Most recent research update: 10 May 2022,
  Recommendation: "Buy" (previously: "Buy")
  Target price: EUR 6.00 (previously: EUR 6.00);
- GSC Research GmbH, Düsseldorf
  Most recent research update: 24 January 2022,
  Recommendation: "Buy" (previously: "Buy")
  Target price: EUR 5.50 (previously: EUR 6.50);
- Stifel Europe Bank AG, Frankfurt am Main
  Most recent research update: 12 January 2022,
  Recommendation: "Hold" (previously: "Hold")
  Target price: EUR 4.60 (previously: EUR 6.00);

Individual studies and research updates that our Company is entitled to publish are available online at www.bvb.de/aktie and http://aktie.bvb.de/eng under "BVB Share", sub-heading "Capital Market View".

After having been listed on the SDAX for the past seven years, as from 20 September 2021, BVB shares are no longer traded on the index. Deutsche Börse's new index rules, several IPOs in calendar year 2021 and BVB's share price performance led to the shares no longer being included.

Stifel Europe Bank AG was our Company's designated sponsor during the reporting period.

CORPORATE GOVERNANCE

Our Company believes it is essential for corporate governance to be clearly structured and effective. Corporate governance embodies a responsible and transparent system of checks and balances designed to ensure a continued focus on sustainable value creation. Efficient cooperation between the management and the Supervisory Board, the preservation of shareholder interests, and open and transparent corporate communications are vital aspects of sound corporate governance. This is the guiding principle for the Company's Supervisory Board and for the management of Borussia Dortmund Geschäftsführungs -GmbH in its capacity as the general partner of Borussia Dortmund GmbH & Co. KGaA.

GENERAL INFORMATION ON CORPORATE GOVERNANCE AT BORUSSIA DORTMUND GmbH & Co. KGaA

German stock corporation law sets out the statutory framework of corporate governance. Pursuant to § 161 AktG, the executive board and the supervisory board of a listed company are required to submit each year a declaration as to whether and to what extent that company has complied (retrospective) or will comply (forward-looking) with the recommendations of the "Government Commission of the German Corporate Governance Code" contained in the German Corporate Governance Code as published in the official section of the electronic Federal Gazette. Although companies may opt to deviate from the Code, they are then obligated to disclose this on an annual basis, providing an explanation for their non-compliance ("comply or explain"). This option exists to ensure that companies are able to meet industry- or company-specific requirements. A well-founded deviation from a recommendation of the Code may be in the interest of sound corporate governance.

The Code is generally reviewed once annually and amended as required. It reflects basic statutory guidelines concerning the management and supervision of listed German companies as well as internationally and nationally recognised standards for sound and responsible corporate governance. In addition to formulating best practices for management, the Code is intended to ensure that corporate governance in Germany is transparent and open to scrutiny and to promote confidence in the management and supervision of listed German companies amongst international and national investors, customers, employees and the public.

A large number of the Code's recommendations (expressed using the word "shall") are intended exclusively for German stock corporations (*Aktiengesellschaft*, "AG"), meaning that they are either not applicable at all or must at best be applied *mutatis mutandis* to partnerships limited by shares (*Kommanditgesellschaft auf Aktien*, "KGaA"), i.e., our Company as well.

A KGaA is a hybrid corporate form combining elements of a German stock corporation and a limited partnership (*Kommanditgesellschaft*). It is a separate legal entity whose share capital is divided into shares which are held by at least one shareholder (the general partner) that has unlimited liability against

creditors of the Company and limited partners (*Kommanditaktionäre*) that are not personally liable for the debts of the company (§ 278 (1) AktG).

The key differences between a KGaA and a German stock corporation can be characterised as follows:

- Borussia Dortmund GmbH & Co. KGaA does not have an executive board. Instead, the general partner, Borussia Dortmund Geschäftsführungs-GmbH, is solely responsible for its management and representation. This German limited liability company (*Gesellschaft mit beschränkter Haftung*, "GmbH") is in turn represented by one or more managing directors; its sole shareholder is Ballspielverein Borussia 09 e.V. Dortmund.

- The rights and duties of the KGaA's Supervisory Board, which is appointed by the Annual General Meeting, are limited. Specifically, it has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements. Nor is the Supervisory Board authorised to adopt internal rules of procedure or a list of transactions requiring its consent on behalf of the general partner. Rather, such rights and duties are vested in the governing bodies of Borussia Dortmund Geschäftsführungs-GmbH, namely its Advisory Board and the Executive Committee created by the Advisory Board.

- Additional features specific to the KGaA's Annual General Meeting are set forth primarily in §§ 285 and 286 (1) AktG and in the Company's Articles of Association.

As a consequence, a Declaration of Conformity in accordance with § 161 AktG must be submitted by the management of the general partner and the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA, taking into account the specific characteristics of the KGaA's legal form and the provisions of the Articles of Association.

In our assessment, the following recommendations of the Code are not applicable (including *mutatis mutandis*) to the specific characteristics of the KGaA legal form and the provisions of the Company's Articles of Association:

- The Code makes various recommendations to the Supervisory Board in respect of executive board remuneration, namely G.4, G.8 and G.13 of the Code. The Code makes a large number of other recommendations to the Supervisory Board in respect of the remuneration system for executive board members and/or the structure of their individual remuneration. As follows from the justification to the Code given by the Government Commission, all of these recommendations are based, either in substance or method, on the statutory provisions for a German stock corporation (*Aktiengesellschaft*) under § 87 (1) of the German Stock Corporation Act (*Aktiengesetz*, "AktG") and/or § 87a AktG, which entered into force on 1 January 2020. These statutory provisions are not applicable to our Company – either directly or *mutatis mutandis* – on account of its legal form, which we believe was a conscious decision on the part of the legislator. As such, recommendations G.1 to G.3, G.5 to G.7, G.9 to G.13, G.15 and G.16 of the Code are likewise not applicable to our Company. By contrast, Article 7 of the Company's Articles of Association stipulates that the general partner

has a right to reimbursement of the staff and materials expenses incurred by it in the course of managing the Company, plus a commission amounting to 3% of the net profit for the year generated by the Company. Otherwise, the fixed and variable remuneration for the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH was and is resolved by the Executive Committee formed by that company, which also reviews the Managing Directors' employment agreements for appropriateness and compliance with standard market practice when entering into or extending them. For practical reasons, the recommendations of the Code with respect to the remuneration system for executive board members and/or executive board pay, and on the role of the Supervisory Board, which in some respects are considered to be over-regulation, have not been and will not be applied on a voluntary basis by the Executive Committee.

- In the interest of transparency, we nevertheless continue to disclose the remuneration of the individual Managing Directors of our Company's general partner, Borussia Dortmund Geschäftsführungs-GmbH, on a voluntary basis in the notes to the annual and consolidated financial statements; otherwise, reference is made to the remuneration report prepared for the first time for financial year 2021/2022 in accordance with § 162 in conjunction with § 278 (3) AktG.

Despite the specific characteristics of our Company's legal form, however, the following recommendations of the Code are applied *mutatis mutandis* or in modified form, which we do not consider a deviation from the Code:

- Long-term succession planning within the meaning of recommendation B.2, first half-sentence of the Code is the responsibility of the Managing Directors of the Company and – given that the Supervisory Board has no authority to appoint or dismiss personnel – the Executive Committee of Borussia Dortmund Geschäftsführungs- GmbH. This planning takes place in regular dialogue between the management and the Executive Committee, which determine profiles of skills and expertise for management personnel based on the corporate strategy and internal corporate structure and management, and monitor relevant internal and external candidates. In this respect, scouting is something we use not just to find talented new footballers, but also in our human resource planning. Efforts are also ongoing within the Company to nurture up-and-coming management talent, for example by means of further education. The Company can also rely on its network and on outside service providers where necessary to recruit externally. The Executive Committee also acts to ensure sufficient diversity when staffing the management (recommendation B.1 of the Code).

- In the case of the first-time appointment of Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH, the Executive Committee follows the recommendation B.3 of the Code, whereby executive board members at stock corporations should be appointed for a maximum of three years.

- We consider the President of the Executive Committee, Dr Reinhard Rauball, who addresses the remuneration of the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH, to be independent within the meaning of the recommendation C.10 sentence 1 of the Code.

- In application *mutatis mutandis* of the recommendation D.6 of the 2022 Code (previously recommendation D.7 of the 2020 Code), a regular time slot is reserved at Supervisory Board meetings for discussions without the Managing Directors of the general partner.

- Given that the Supervisory Board has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements, not it but rather the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH is responsible for consenting to sideline activities of the Managing Directors of the general partner within the meaning of recommendation E.3 of the Code.

The Declaration of Conformity must be made permanently available to shareholders on the Company's website. It is published on the investor relations website, http://aktie.bvb.de/eng, under "Corporate Governance". In addition, the Declaration of Conformity submitted in September 2022, as reproduced below, is an integral part of this corporate governance declaration.

While the Company's corporate governance report presented here is published as part of the corporate governance declaration (on the Company's website http://aktie.bvb.de/eng under "Corporate Governance"/ "Corporate governance declaration"), the corporate governance reports for the 2017/2018 and previous financial years were published in the annual reports for the respective financial years. These are available on our investor relations website http://aktie.bvb.de/eng, under "Publications".

Transparency, reference to the Company's website

The Company provides the limited liability shareholders, shareholders' associations, financial analysts and the general public regular notifications regarding the position of the Company and on material business developments.

In particular, we publish ad hoc disclosures and corporate news on our website, as well as voting rights notifications and managers' transactions notifications submitted to us, information on the shareholder structure, the current version of the Articles of Association and the financial calendar.

The financial calendar includes the dates for key Company events, and can be accessed online at http://aktie.bvb.de/eng, under "Financial Calendar".

As in previous years, the Annual Press Conference on the "preliminary" figures of the previous financial year will be streamed live so that the general public may watch the conference online in real time.

The previous year's Annual General Meeting was convened in due and proper form and held on 2 December 2021 as a virtual Annual General Meeting without the physical presence of the limited liability shareholders or their proxies. In compliance with the German Corporate Governance Code, the reports and documents required by law were made available for inspection; these were given to the limited liability shareholders upon request and were published on the Company's website together with the agenda. The resolutions on all agenda items were approved, with votes in favour ranging between 85.97% and 99.98% of the votes cast.

The next Annual General Meeting of Borussia Dortmund GmbH & Co. KGaA is scheduled for Monday, 21 November 2022.

The half-yearly and other interim financial reports shall be published at the intervals recommended in the Code. The Company will provide further details via ad hoc announcements. The consolidated financial statements, the Group management report and the interim financial reports are prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the member states of the EU. The annual financial statements and management report of Borussia Dortmund GmbH & Co. KGaA were and will continue to be prepared in accordance with the provisions of the German Commercial Code (*Handelsgesetzbuch*, "HGB") and the German Stock Corporation Act (*Aktiengesetz*, "AktG").

Our Company stands for more than "just" football and takes its corporate social responsibility into account. A first, voluntary sustainability report covered the 2016/2017 financial year, i.e. the period from 1 July 2016 to 30 June 2017, and was based on the Global Reporting Initiative (GRI) Standards (Core option). The sustainability reports for subsequent financial years (i.e., from the 2017/2018 financial year onwards) also contain a separate non-financial Group report in accordance with § 315b (3) HGB, and many of the aspects it covers and disclosures it contains also relate to compliance and risk management. The sustainability reports are published online at https://aktie.bvb.de/eng under "Corporate Governance"/"Sustainability Report".

Moreover, we publish analysts' recommendations and research studies on our website http://aktie.bvb.de/eng, under "BVB Share"/"Capital Market View", in order to facilitate communication with market participants.

Customers, fans and the public alike can also find additional information on the Company – including e.g. CVs and overviews of the key duties of Supervisory Board members as well as further information on the managing directors of the general partner – at http://aktie.bvb.de/eng.

A considerable number of publications on our website have been and will continue to be made available in English.

The most recent resolution, adopted by the Annual General Meeting on 2 December 2021, on the remuneration of the members of the Supervisory Board and/or on their remuneration system in accordance with § 113 (3) in conjunction with § 278 (3) AktG is publicly accessible on our website https://aktie.bvb.de/eng/ under "Corporate Governance"/ "Remuneration System Supervisory Board". The remuneration report for the previous financial year and the auditor's report in accordance with § 162 in conjunction with § 278 (3) AktG is made publicly accessible on the website https://aktie.bvb.de/eng/ under "Corporate Governance"/"Remuneration Report".

The notes to the annual and consolidated financial statements and the management report contain further disclosures on the remuneration of the general partner and the members of the Supervisory Board, and the Annual Report contains disclosures on the ownership of Company shares by the general partner and members of its management and by the members of the Supervisory Board. Due to the specific characteristics of the KGaA legal form, there is still no legal obligation to disclose the remuneration of individual Managing Directors of the general partner of the Company, Borussia Dortmund Geschäftsführungs- GmbH. Nonetheless, as referred to above, in the interest of transparency, we have presented the remuneration of individual Managing Directors in the notes to the annual and consolidated financial statements on a voluntary basis.

DECLARATION OF CONFORMITY

by the management and by the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA in accordance with § 161 AktG dated 26 September 2022

In accordance with § 161 of the German Stock Corporation Act (*Aktiengesetz*, "AktG"), the management of the general partner (Borussia Dortmund Geschäftsführungs-GmbH) and the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA declare that since the last Declaration of Conformity was submitted on 20 September 2021, Borussia Dortmund GmbH & Co. KGaA complied with the recommendations of the German Corporate Governance Code (the "Code") in the version dated 16 December 2019 (published in the Federal Gazette (*Bundesanzeiger*) on 20 March 2020) (the "2020 Code") until the publication of the new version of the Code in the Federal Gazette on 27 June 2022, as well as the recommendations of the Code in the version dated 28 April 2022 (the "2022 Code") from the date of its publication in the Federal Gazette on 27 June 2022, and that it will comply with the recommendations of the 2022 Code, with the exception of the following deviations (please note that numerous recommendations of the Code, in particular those pertaining to the remuneration system for executive board members and/or executive board pay, are not applicable due to the specific characteristics of our Company's legal form as a partnership limited by shares (*Kommanditgesellschaft auf Aktien*, "KGaA"); the respective disclosures and explanations are given in the corporate governance declaration):

Re recommendation A.2 sentence 2 first half-sentence of the 2020 Code and recommendation A.4 of the 2022 Code: In accordance with this recommendation, appropriate measures must be in place that allow employees to report any violations of the law within the Company, without fear of retaliation. Borussia Dortmund GmbH & Co. KGaA launched an institutionalised whistleblower system for Group employees and third parties as planned on 24 June 2022.

Re recommendation B.4 of the Code: As in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH will continue to decide on the reappointment of its Managing Directors, including, even in the absence of special circumstances, prior to the end of one year before the end of the existing term of appointment. Given the specific features of the KGaA legal form and due to the desire for greater flexibility, it is not considered practicable to make any staffing decision based solely on timing and circumstances.

Re recommendation B.5 of the Code: As in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH will continue to make decisions as to age limits for the Managing Directors of the general partner for upcoming (re-)appointments of Managing Directors, without generally stipulating an age limit to that extent. It is not considered practicable to set any age limits.

Re recommendations C.1 sentences 1 to 4 and C.2 of the Code: The Supervisory Board has not set any concrete objectives regarding its composition, has not prepared a profile of skills and experience, and has not established an age limit for Supervisory Board members. Nor are there plans to do so going forward. The Supervisory Board's continuing preference is to decide on proposals relating to its composition on a case-by-case basis in light of specific situations. Consequently, no further information was or is reported on this recommendation or its compliance with it. Notwithstanding the foregoing, compliance with the requirement, issued by the legislator, that the target proportion of women on the Supervisory Board be defined, remains mandatory (§ 278 (3) and § 111 (5) AktG as well as § 289f (3) and (2) no. 4 HGB).

Re recommendation C.5, second half-sentence of the Code: This recommendation states that members of the management board of a listed company shall not accept the chairmanship of a supervisory board of a non-group listed company. Supervisory Board member Mr Christian Kullmann is the Chairman of the Executive Board of listed company Evonik Industries AG in Essen and has been the Chairman of the Supervisory Board of our Company since 25 September 2021. The Supervisory Board is convinced that Mr Kullmann has sufficient time available to discharge his duties, particularly given that he does hold any other positions covered by this recommendation. In addition, his considerable experience in corporate management, his deep understanding of business and his top-quality contacts, both in Germany and abroad, have made and will continue to make a key contribution to the effective work of the Supervisory Board. Following consideration, it is therefore considered reasonable to deviate from this recommendation.

Re recommendation C.13 of the Code: In its election proposals to the Annual General Meeting, the Supervisory Board does not disclose the personal and business relationships of every candidate with the Company, the governing bodies of the Company and limited liability shareholders with a material interest in the Company (i.e., those holding more than 10% of voting shares). Nor are there plans to do so going forward. In its opinion, no secure legal practice exists with respect to this recommendation. The legal certainty of Supervisory Board elections took and takes a higher priority than any effort to make legally unnecessary disclosures in connection with nominations.

Re recommendation D.2 sentence 1 of the Code and recommendation D.5 of the 2020 Code and recommendation D.4 of the 2022 Code: Apart from the Audit Committee (the formation of which is now required under the German Stock Corporation Act) that the Company formed with effect from 3 December 2021 (which also meant that the Company had deviated from recommendations D.2 sentence 1 and D.3 of the 2020 Code until that date), the Supervisory Board has to date not formed any other committees and does not currently intend to do so in the future. This is because it wants any pending matters to be discussed, to the extent possible, by the full Supervisory Board. This applies in particular to waiving the formation of a nomination committee as recommended in recommendation D.5 of the 2020 Code and recommendation D.4 of the 2022 Code, particularly given that the Supervisory Board already comprises solely shareholder representatives – which is a requirement of the Code when forming a nomination committee.

Re recommendation E.1 sentence 2 of the Code: The Supervisory Board reserves the right to not comply with the recommendation that it report to the Annual General Meeting on conflicts of interest as they arise and how they are addressed. The principle of confidentiality of deliberations within the Supervisory Board (see § 116 sentence 2 AktG and principle 13 sentence 3 of the Code) will generally take precedence.

Dortmund, 26 September 2022

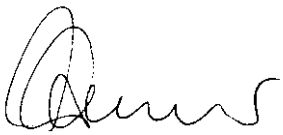
On behalf of the Supervisory Board

Christian Kullmann
Chairman of the Supervisory Board

On behalf of Borussia Dortmund Geschäftsführungs-GmbH

Hans-Joachim Watzke
Managing Director (CEO)

Thomas Treß
Managing Director



Carsten Cramer
Managing Director