



Public Corporate Governance Report 2024

May 2025

*Full version (as approved by the Management Board of
the European XFEL GmbH)*

NOTE: As a research facility with international shareholders and whose working language is English, European XFEL has developed the present Public Corporate Governance Report in English. Its introduction, description of the PCGC aims and structure, declaration of compliance, and executive summary are translated into German. Other parts will be translated into German upon request via contact@xfel.eu.

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I Introduction

The European X-Ray Free-Electron Laser Facility GmbH (hereinafter “*Company*”) was founded end of 2009. The Company is a publicly funded, limited liability company under German private law with several international research institutions and states as Shareholders. It is based on an intergovernmental “*Convention concerning the construction and operation of a European X-Ray Free-Electron Laser Facility*”¹ and is located in the Hamburg area, Germany. The Company exclusively and directly pursues not-for-profit objects in the field of science and research (Art. 3 of the Company’s Articles of Association, as attached to the Convention², hereinafter “*AoA*”). Via the majority shareholder, Deutsche Elektronen-Synchrotron (DESY), which owns about 57% of the Company’s share capital, the Federal Republic of Germany holds an indirect majority stake in the Company. Therefore, the Public Corporate Governance Code³, as revised by the German Federal Government on 16 September 2020 and most recently updated on 6 November 2024 (hereinafter “*PCGC*”), is basically applicable for the Company (Sec. 2.4 PCGC). Against this background, the shareholders’ meeting of the Company, the “*Council*” (cf. Art. 7 AoA), approved at its 35th meeting on 17-18 November 2021 “*the application of the German Public Corporate Governance Code, in its respective valid version*”⁴.

¹ Available (in German and English), among others, on the following webpage of the German Federal Foreign Office:

<https://www.auswaertiges-amt.de/en/aussenpolitik/themen/internatrecht/uebersicht/248620>

² For historical reasons, a short version of the AoA including similar not-for-profit objects is currently registered in the German Commercial Register and therefore formally applicable for the time being. However, the long AoA, as attached to the Convention, shall apply unofficially (cf. Summary of Decisions of the 3rd Council meeting, XFEL_Council_10-22, pp. 6-7).

³ Available (in German and English), among others, on the following webpage of the German Finance Ministry:
https://www.bundesfinanzministerium.de/Content/DE/Standardartikel/Themen/Bundesvermoegen/Privatisierungs_und_Beteiligungspolitik/Beteiligungspolitik/grundsaeetze-guter-unternehmens-und-aktiver-beteiligungsfuehrung.html

⁴ Summary of Decisions of the 35th Council meeting, XFEL_Council_21-51, p. 16.

II Aims and structure of the PCGC

The PCGC aims to enhance transparency, responsibility, control, and public trust in companies in which the Federal Republic of Germany holds directly or indirectly a majority stake (cf. PCGC preamble).

It sets out recommendations and suggestions, along with rules that reflect applicable law. The recommendations contained in the PCGC use the word “*shall*”. The recommendations were developed on the basis of the legal relationships that apply to corporations. However, they are also to be applied, to the extent possible, to the structures and bodies of companies with other legal forms. By considering the needs that are specific to particular legal forms and businesses, the PCGC enables a greater degree of flexibility and self-regulation. Companies may deviate from the recommendations if they disclose and explain such deviations in their annual corporate governance reports. In addition, the PCGC contains suggestions, which are formulated using the words “*should*” or “*may*”. Companies may deviate from such suggestions without having to make a disclosure. The other PCGC parts that are formulated differently set out either rules that, as applicable law, already require compliance by companies, or definitions of terms (Sec. 1 PCGC).

III Declaration of compliance

In accordance with Sec. 7.1 PCGC, the management (which is acc. to Art. 7 lit. b AoA the “*Management Board*”), at its meetings on 29 July 2025, declared that the Company had complied in 2024 and continued to comply with the PCGC principles (mandatory provisions reflecting applicable law, PCGC recommendations and suggestions), with the exceptions outlined in this annual public corporate governance report and summarized in its executive summary.

IV Executive summary

The annual public corporate governance report 2024 can be summarized as follows.

PCGC principles		PCGC provisions	Impl.	If not, reasons
1 Shareholders and shareholders' meeting				
1.1	Tasks and responsibility of the shareholders' meeting			
1.1.1	PCGC implementation in AoA	Sec. 3.1	(+/-)	At its planned revision, PCGC shall be implemented in the AoA. As an interim solution for efficiency reasons (because AoA revisions are cost- and labour-intensive for all stakeholders), the PCGC shall apply following a simple, but also binding decision taken by the Council.
1.1.2	Fundamental decisions	Sec. 3.1	(+)	—
1.2	Preparation and implementation of the meeting of the supervisory body / Council	Sec. 3.2	(+)	—
1.3	Non-restriction of employee participation	Sec. 3.3	(+)	—
2 Collaboration of the management and supervisory body				
2.1	Basic rules			
2.1.1	Strategic coordination	Sec. 4.1.1	(+)	—
2.1.2	Transactions and operations of fundamental importance	Sec. 4.1.2	(+)	—
2.1.3	Provision of information	Sec. 4.1.3	(+)	—
2.2	Confidentiality	Sec. 4.2	(+)	—
2.3	Accountability	Sec. 4.3	(+)	—
2.4	No granting of loans	Sec. 4.4	(+)	—
3 Management				
3.1	Tasks and competences	Sec. 5.1	(+)	—
3.2	Composition			
3.2.1	Amount	Sec. 5.2.1	(+)	—

PCGC principles		PCGC provisions	Impl.	If not, reasons
3.2.2	Selection process	Sec. 5.2.2	(+)	—
3.2.3	Cooling-off period	Sec. 5.2.3	(+)	—
3.2.4	Appointment period	Sec. 5.2.4	(+/-)	Deviation for the first (not for further) appointment period was chosen intentionally, considering the difficulty to fill a director position for a shorter period.
3.2.5	Age limit	Sec. 5.2.5	(+/-)	Age limit is not foreseen in the Company's bylaws, but in fact observed by BMBF playing a central role in the (re)appointment procedures. All current appointment periods observe the statutory retirement age.
3.2.6	Rules of procedure	Sec. 5.2.6	(+)	—
3.2.7	Membership in other supervisory bodies	Sec. 5.2.7	(+)	—
3.3	Remuneration			
3.3.1	Remuneration criteria	Sec. 5.3.1, 5.3.2	(+/-)	Company's remuneration system, which applies also at other similar publicly funded German research facilities, is prescribed and regularly reviewed by BMBF, which also enforces it due to its central role at the contract negotiations.
3.3.2	Performance-based pay component	Sec. 5.3.2 – 5.3.4	(+)	—
3.3.3	Provision for reducing remuneration	Sec. 5.3.2 para. 5	(-)	It is expected that this recommendation will be duly considered in future contract templates provided by BMBF playing a central role in the contract negotiations.
3.3.4	Early termination	Sec. 5.3.2 para. 6, 5.3.5	(+)	—
3.4	Conflicts of interests			
3.4.1	Binding to Company purpose and objective	Sec. 5.4.1	(+)	—
3.4.2	Non-competition	Sec. 5.4.2	(+)	—
3.4.3	No third-party benefits	Sec. 5.4.2, 5.4.3	(+)	—
3.4.4	Ancillary activities	Sec. 5.4.4	(+)	—
3.4.5	No contracts with former Directors	Sec. 5.4.5	(+)	—

PCGC principles		PCGC provisions	Impl.	If not, reasons
3.5	Sustainable governance			
3.5.1	German Sustainable Development Strategy and UN Sustainable Development Goals	Sec. 5.5.1	(+)	—
3.5.2	Gender-equal, tolerant, and discrimination-free Company culture	Sec. 5.5.2, 5.5.3	(+)	—
3.5.3	Reconciliation of family and working life	Sec. 5.5.4	(+)	—
3.5.4	Equal pay for equal work	Sec. 5.5.5	(+)	—
3.5.5	Works council	Sec. 5.5.6	(+)	—
3.5.6	No aggressive tax avoidance or tax reduction measures	Sec. 5.5.7	(+)	—
4 Supervisory Body / Council				
4.1	Tasks and competences			
4.1.1	AoA including a supervisory body in terms of “ <i>Aufsichtsrat</i> ”	Sec. 6.1.1 para. 1	(-)	In accordance with the statutory judgement of Sec. 1 para. 2 no. 2 lit. a of the German One-Third Participation Act (<i>Drittelbeteiligungsgesetz</i>) to grant privileges to so called “ <i>Tendenzbetriebe</i> ” like research institutes and due to its international orientation following well-established governance structures, the Company does not have a supervisory body in terms of a “ <i>Aufsichtsrat</i> ”. The typical tasks of an “ <i>Aufsichtsrat</i> ”, namely supervising and advising the management, are incumbent upon the Company’s shareholders’ meeting (Council), which is supported by various advisory bodies.
4.1.2	Fundamental decisions	Sec. 6.1.1 para. 3 and 4	(+)	—
4.1.3	Rules of procedure	Sec. 6.1.2	(+)	—
4.1.4	Chair	Sec. 6.1.3, 6.1.4	(+)	—
4.1.5	Advisory committees	Sec. 6.1.5 – 6.1.8	(+)	—
4.1.6	Review	Sec. 6.1.9	(+)	—

PCGC principles		PCGC provisions	Impl.	If not, reasons
4.2	Composition			
4.2.1	Members	Sec. 6.2.1	(-)	Several shareholding institutes, which in some way or another scientifically compete with the Company's Facility, are represented by their delegates in the Council. Given the way international scientific projects such as the European XFEL are usually structured, this is unavoidable and not comparable to a participation of competitors in the supervisory body, e.g. of a stock company (<i>Aktiengesellschaft</i>).
4.2.2	Age limit	Sec. 6.2.2	(-)	None of the Company's bylaws do foresee an age limit for Council members, who are appointed by the respective shareholders. But, in fact, the Council currently complies to a great extent with statutory age limits.
4.2.3	In person	Sec. 6.2.3	(+)	—
4.2.4	No former Directors	Sec. 6.2.4	(+)	—
4.3	Remuneration	Sec. 6.3	(+)	—
4.4	Conflict of interests			
4.4.1	Acting in Company's interest	Sec. 6.4.1	(+)	—
4.4.2	Cooling-off period	Sec. 6.4.2	(+)	—
4.5	Meetings	Sec. 6.5	(+)	—
5	Transparency			
5.1	Declaration of compliance and public corporate governance report	Sec. 7.1	(+)	—
5.2	Information on the remuneration of the Directors and the supervisory body			
5.2.1	Remuneration of Directors	Sec. 7.2.1	(-)	Although all Directors are willing to disclose their remuneration, it was agreed with the Council to deviate from this PCGC recommendation, as such a detailed publication could have undesirable effects, e.g. when negotiating, within a highly competitive international setting, the remuneration with future Management Board members.

PCGC principles		PCGC provisions	Impl.	If not, reasons
5.2.2	Remuneration of members of supervisory body	Sec. 7.2.2	(+)	—
5.3	Publications	Sec. 7.3	(+)	—
5.4	Information about women in management positions	Sec. 7.1	(+)	—
6 Financial reporting and auditing				
6.1	Financial reporting	Sec. 8.1.1, 8.1.2, 8.1.3	(+)	—
6.2	Audit of the annual financial statement			
6.2.1	Appointment of auditor	Sec. 8.2.1	(+)	—
6.2.2	Tender process	Sec. 8.2.2, 8.2.4 para. 4	(+)	—
6.2.3	Impartiality declaration	Sec. 8.2.3	(+)	—
6.2.4	Information obligations	Sec. 8.2.4	(+)	—
6.2.5	Special audit content: German Budgetary Principles Act and PCGC compliance	Sec. 8.2.5	(+)	—
6.2.6	Meeting participation	Sec. 8.2.6	(+)	—

V PCGC principles and its implementation

1 Shareholders and shareholders' meeting

1.1 Tasks and responsibility of the shareholders' meeting

1.1.1 Implementation of the PCGC in AoA

a) Principle

The shareholders' meeting shall stipulate in the articles of association that the Company must apply the current valid version of the PCGC (Sec. 3.1 PCGC).

b) Implementation (+/-, but justified)

Following a Council decision at its 3rd meeting on 23 February 2010⁵, the Company has to revise its AoA in the context of the upcoming completion of the European XFEL construction phase. At that revision, also the application of the PCGC shall be codified within the AoA⁶. In the meantime and as an interim solution for efficiency reasons (because AoA revisions are cost- and

⁵ Cf. Summary of Decisions of the 3rd Council meeting, XFEL_Council_10-22, pp. 6–7.

⁶ Cf. Summary of Decisions of the 35th Council meeting, XFEL_Council_21-51, p. 16.

labour-intensive for all stakeholders), the PCGC shall apply following a simple but also binding decision taken by the Council at its 35th meeting on 17-18 November 2021⁷.

1.1.2 Fundamental decisions

a) Principle

The shareholders' meeting makes resolutions on fundamental decisions of the Company in its meetings (Sec. 3.1 PCGC).

b) Implementation (+)

The Council is basically responsible for resolution on all fundamental Company issues, like changes to the AoA (Art. 11 para. 2 lit. c AoA), amendments of the Financial Rules and of the operation cost repartition scheme (Art. 11 para. 2 lit. f and h AoA), and adoption of the annual budget and the annual financial statements (Art. 11 para. 3 lit. c and d AoA), as well as personnel decisions related to the Management Board (Art. 11 para. 3 lit. e AoA).

1.2 Preparation and implementation of the meeting of the shareholders' meeting / Council

a) Principle

Shareholders' meetings shall be convened at least once a year with a precise agenda included in the convening notice. Minutes of the shareholders'

⁷ Cf. Summary of Decisions of the 35th Council meeting, XFEL_Council_21-51, p. 16.

meeting shall be kept. Likewise, any decisions made by shareholders outside of meetings shall be recorded (Sec. 3.2 PCGC).

b) Implementation (+)

The Council has issued itself with rules of procedure (hereinafter “*RoP-Council*”)⁸. The Council is convened at least twice a year with a precise agenda presented in the convening notice (Art. 10 para. 1 AoA, Art. 7.2 RoP-Council). Minutes of the shareholders’ meeting are kept and any Council decisions outside meetings are recorded (Art. 15.3 RoP-Council).

1.3 Non-restriction of employee participation

a) Principle

The shareholders’ meeting shall refrain from taking measures that restrict or prevent employee participation in accordance with the German Co-determination Act (*Mitbestimmungsgesetz*) and the German One-Third Participation Act (*Drittelbeteiligungsgesetz*; Sec. 3.3 PCGC).

b) Implementation (+)

As the German Co-determination Act (*Mitbestimmungsgesetz*) and the German One-Third Participation Act (*Drittelbeteiligungsgesetz*) are not applicable to the Company as a research institute with much fewer than 2 000 employees, the Council could not even take such measures.

⁸ Last amended by the Council at its 29th meeting on 27–28 June 2019.

2 Collaboration of the management and supervisory body

The management and the supervisory body shall collaborate on the basis of reciprocal trust in the best interests of the Company (Sec. 4.1.1 para. 1 PCGC).

2.1 Basic rules

2.1.1 Strategic coordination

a) Principle

The management shall develop the strategic direction of the Company, coordinate with the supervisory body and discuss with it at regular intervals the progress made in implementing the strategy (Sec. 4.1.1 para. 2 PCGC).

b) Implementation (+)

The Management Board takes part in Council (which acts not only as the shareholders' meeting, but took over also the tasks of an supervisory body; cf. no. V. 4.1.1 below), Administrative Finance Committee (hereinafter "*AFC*"), Scientific Advisory Committee ("*SAC*"), and Machine Advisory Committee ("*MAC*") meetings, each of which takes place at least twice a year, where—among other items—it presents and discusses with the committee members nominated by the shareholders status reports regarding e.g. important project management or financial matters and agrees with them on a strategy how to proceed in the future.

2.1.2 Transactions and operations of fundamental importance

a) Principle

It shall be set out in the articles of association/bylaws of the Company that transactions and operations of fundamental importance are to be approved by the supervisory body, including significant changes to the business activity or financial situation (Sec. 4.1.2 PCGC).

b) Implementation (+)

The Company's AoA stipulates that the Council is basically responsible for resolution on all fundamental Company issues. It is responsible in all cases provided by law (Art. 11 para. 1 AoA). Furthermore, the Council has to approve inter alia amendments to the AoA, the Financial Rules of the Company, its medium-term scientific programme, the annual budget, and medium-term financial estimates (Art. 11 para. 2 lit. c, lit. f, para. 3 lit. b, lit. c AoA).

2.1.3 Provision of information

a) Principle

The management shall inform the supervisory body regularly in writing about all issues relevant to the Company. Such regular reports shall also govern the Company's (future) strategy and risk assessment. The regular reports shall be submitted to the members of the supervisory body or its committees at the latest 14 days prior to the respective meeting. For extraordinary meetings, the preparatory documents shall be provided in sufficient time (Sec. 4.1.3 para. 2, 5, and 5 PCGC).

The management shall inform the chair of the supervisory body without delay regarding any important events (special reports; Sec. 4.1.3 para. 3 PCGC).

It is the responsibility of the supervisory body to call on the management to provide it with information appropriately and without delay. To this end, the supervisory body shall specify the information and reporting obligations of the management in more detail and shall, when necessary, request to be briefed on company matters (Sec. 4.1.3 para. 5 PCGC).

b) Implementation (+)

Art. 6 of the Rules of Procedure of the Management Board (hereinafter “*RoP-Management Board*”)⁹ determines that “*the Management Board shall supply the committees [Council, AFC, SAC, MAC] with all necessary information*”.

In practice, this information duty is fulfilled by the presentation of written Management Board reports, annual financial statements, the external auditor’s reports (in addition, cf. Art. 18 AoA), and regular status updates concerning operation, safety matters, scientific usage of the facility, risk management, shareholders contributions, ILO, R&D, and diversity aspects, etc. at various committee meetings. Subject and content of such documents are closely coordinated between the Management Board and the respective committee(s). The documents must be circulated at least 20 calendar days before the date of the meeting (cf. Art. 7.3 RoP-Council). In case of an extraordinary meeting, they shall be circulated with the notice convening the meeting (cf. Art. 7.3 RoP-Council).

Between Council meetings, the Management Board is in regular contact with the Council Chairs. Special reports are provided to them without undue delay.

2.2 Confidentiality

a) Principle

Good corporate governance requires open discussions between the management and the supervisory body as well as within the management and the supervisory body. Because confidentiality is of the utmost importance, these bodies and members of these bodies must ensure that any third parties they may involve comply with the confidentiality obligations in the

⁹ As adopted by the Council at its 4th meeting on 11 May 2010.

same way. The supervisory body should also regularly consult without the management being present (Sec. 4.2 PCGC).

b) Implementation (+)

The Council and its members are committed to confidentiality against third parties by statutory law and by Art. 24 AoA. The same applies to the Management Board (Art. 4 RoP-Management Board).

Basically during each Council meeting, the Council also deliberates without the management (in so-called "*non-executive sessions*").

2.3 Accountability

a) Principle

Companies whose company bodies are subject to increased liability risks may take out directors and officers (D&O) liability insurance for the members of the management and the supervisory body (Sec. 4.3 PCGC).

b) Implementation (+)

Because it is difficult to justify D&O insurances for the Management Board, an exemption from liability similar to that for German civil servants (acc. to Sec. 75 *Bundesbeamtengesetz* – German Federal Civil Service Act) and also in place at other German research institutes was implemented at the Company. The Council, in regard to the increased entrepreneurial risks in managing a publicly funded but privately organized world-class research facility like the European XFEL Company, decided at its 8th meeting on 29–30 June 2011 on the following exemption from liability for the members of the Management Board:

- 1 *“Die Haftung der Mitglieder der Geschäftsführung wird (entsprechend der nach deutschem Recht für Bundesbeamte jeweils geltenden Regelungen) auf Vorsatz und grobe Fahrlässigkeit beschränkt.”*

(= “The members of the Management Board shall only be liable for damages caused by wilful misconduct or gross negligence (in line with the relevant provisions applicable to Federal Government officials under German law).”)

- 2 “Die Gesellschaft stellt die Mitglieder der Geschäftsführung dementsprechend von Ansprüchen Dritter frei, es sei denn, diesen Ansprüchen liegt ein vorsätzliches oder grob fahrlässiges Verhalten der Mitglieder der Geschäftsführung zugrunde.”

(= “Accordingly, the Company exempts the members of the Management Board from any damage claims by third parties, unless these claims arise out of wilful misconduct or gross negligence on the part of the members of the Management Board.”)¹⁰

This exemption from liability is not applicable for members of the Council. Also, D&O insurance policies for Council members were not concluded by the Company.

2.4 No grating of loans

a) Principle

The Company shall not grant any loans to members of the management or the supervisory body, or to their relatives, or to employees of the Company, except when such loans are granted to employees as part of the employer’s duty of care or to ensure that work is performed, e.g. in the form of an advance on salary (Sec. 4.4 PCGC).

b) Implementation (+)

No loans have ever been granted by the Company to the members of the Management Board and the Council, or to their relatives. Only in exceptional

¹⁰ Cf. Summary of Decisions of the 8th Council meeting, XFEL_Council_11-37, pp. 12-13.

cases and following an approval by two Directors (including one Managing Director), minor loans were provided to new employees as part of the employer's duty of care, typically for reallocation purposes in form of an advance on the international allowance.

3 Management

3.1 Tasks and competences

a) Principle

While using the Company's digitalisation potential, the management shall ensure compliance with statutory provisions and the Company's internal guidelines and must promote compliance with these guidelines. The management shall ensure that appropriate measures are put in place in line with the Company's risk situation (compliance management system). This also includes measures to prevent corruption and protect whistleblowers (in of the German "*Hinweisgeberschutzgesetz*"). The unit that is responsible for compliance shall report directly to the management. The management shall ensure appropriate risk management and risk control within the Company (Sec. 5.1 PCGC).

b) Implementation (+)

In 2012, the Management Board adopted Risk Management Guidelines codifying a risk management system, led by a risk coordinator, to recognise, monitor, and mitigate Company risks (that was updated in 2017). In 2013, the Company hired an internal auditor, whose responsibility is, among others, to survey the European XFEL Company's Anti-Corruption Policy put into force in spring 2014 (and last updated in 2024), which shall prevent benefit-taking of the Company's employees, including the Directors. In 2021, the Company hired a customs and export control officer, whose sole task it is to assure that the Company complies with export control and customs laws. In 2023, the

Management Board established a “*whistleblower reporting process*” led by the Company’s internal auditor. In its (compliance) workflows, the Company is (increasingly) exploiting its digitalisation potential (e.g. through an ERP system or a risk management software).

Risk coordinator, internal auditor, and customs and export control officer are staff functions that directly report to the Management Board.

3.2 Composition

3.2.1 Amount

a) Principle

The management shall consist of at least two persons (Sec. 5.2.1 PCGC).

b) Implementation (+)

According to Art. 13 para. 1 lit. a AoA, the Management Board is composed of at least two managing directors and, if appropriate, additional scientific/technical directors. At present, the Management Board consists of two managing directors and three scientific directors (acting towards third parties as proxy holders (“*Prokuristen*”)).

3.2.2 Selection process

a) Principle

The members of the management (hereinafter referred to “*Directors*”) shall be recruited by means of a transparent selection process and thereby ensuring diversity. The decision shall be documented with key considerations (Sec. 5.2.2 PCGC).

b) Implementation (+)

The “*Guidelines for selection and appointment of Directors of the European XFEL Company*”¹¹ were implemented by the Council to select and (re)appoint the “*best possible candidates in a timely, transparent, cost effective, and professional manner*”. According to these “*Guidelines*”, the whole search, selection, and (re)appointment process, including the final decisions to be taken by the Council (and prepared by Council sub-committees like the Search and Selection Committee (SSC), the Interview Committee (IC), and/or the Negotiation Committee (NC)), is duly documented. Aspects of diversity are always considered by the Council.

3.2.3 Cooling-off period

a) Principle

Former members of the supervisory body shall not move to the management before the expiry of one year following the end of their mandate (Sec. 5.2.3 PCGC).

b) Implementation (+)

Only in one single case since the formation of the Company, justified by the market situation at the time, in which the cooling-off recommendation of Sec. 5.2.3 PCGC did not yet exist, a former Council member became Director without observing a cooling-off period of one year. This Director has meanwhile duly resigned from the Management Board. None of the current Directors have previously been members of the Council.

¹¹ Last amended by the Council at its 34th meeting on 16–17 June 2021.

3.2.4 Appointment period

a) Principle

The appointment of the Directors for the first time shall be limited to a maximum of three years. The Directors shall be appointed for a period of a maximum of five years per appointment period. A reappointment before the expiry of one year before the end of the appointment period shall take place only for compelling reasons (Sec. 5.2.4 PCGC).

b) Implementation (+/-, but justified)

According to Art. 13 para. 3 sent. 1 AoA, the “*Directors shall be appointed for a period not exceeding five years.*” The deviation from the PCGC for the first (not for further) appointment period was chosen by the Council intentionally, considering the difficulty to fill a director position for a shorter period.¹²

According to no. 2.1 of the “*Guidelines for selection and appointment of Directors of the European XFEL Company*”, reappointments are basically possible only once, which is even stricter than the PCGC recommendations. According to no. 2.2 and 3.1 of these “*Guidelines*”, reappointment procedures shall start two years before the expiry of the appointment in order to ensure a completion of the reappointment procedure at least six months before the new term would commence. A completion earlier than one year before the end of the present term is practically impossible due to the complexity of the reappointment procedure and has never taken place since the founding of the Company.

3.2.5 Age limit

a) Principle

An age limit for the Directors shall be specified in the rules of procedure in line with the statutory requirements. The period for which a Director is

¹² Among others, cf. Council document XFEL_Council_21-24, p. 2.

appointed shall be calculated in such a way that this age limit is not exceeded (Sec. 5.2.5 PCGC).

b) Implementation (+/-, but justified)

An age limit for Directors is not foreseen in the Company's bylaws but in fact observed due to the sharp eye of the German Federal Ministry of Education and Research (BMBF), which plays a central role in the (re)appointment of Directors (stipulated in particular in no. 3.2 and 6.1 of the "*Guidelines for selection and appointment of Directors*"). All current appointment periods observe the statutory retirement age.

3.2.6 Rules of procedure

a) Principle

The management's rules of procedure shall regulate the allocation of duties and the cooperation within the management. The supervisory body may appoint a spokesperson for the management (Sec. 5.2.6 PCGC).

b) Implementation (+)

The "*Rules of Procedure of the Management Board*", as adopted by the Council at its meeting on 11 May 2010, allocates responsibilities to certain Directors and regulates their cooperation. The Chair of the Management Board, a role already foreseen in the Company's AoA, will be appointed by the Council.

3.2.7 Membership in other supervisory bodies

a) Principle

Members of the management should not hold more than two memberships and no chairmanship in a supervisory body of external companies (Sec. 5.2.7 PCGC). Memberships/Chairmanships in the field of science and research that serve the strategic development of the Company itself are not considered "*external*" and are therefore not covered by this recommendation.

b) Implementation (+)

In 2024, when this newly established recommendation was in place for the first time, the Directors only chaired or were members of supervisory or advisory bodies of other, non-competing, publicly funded research organisations. The workload associated with these chairmanships/memberships was more than compensated by a broader horizon of leadership experience, new governance ideas and concepts, as well as the extension of the political and scientific network with important stakeholders, which are essential in particular for an excellent management of publicly funded research institutions, and thus added value for the European XFEL Company itself. None of the Directors has chaired or being a member of a supervisory/advisory body outside the public research sector.

3.3 Remuneration

3.3.1 Remuneration criteria

a) Principle

The supervisory body shall adopt criteria for the remuneration of the Directors. It shall review these criteria on a regular basis and adjust them when necessary. The criteria shall be documented, as shall the key considerations that influenced the decisions on the criteria (Sec. 5.3.1 PCGC).

The supervisory body shall agree on a suitable amount for the remuneration of the Directors, including the maximum remuneration. The remuneration shall be unambiguously specified in the employment contract (Sec. 5.3.2 PCGC).

b) Implementation (+/-, but justified)

The Company's remuneration system, which applies also at other similar publicly funded German research facilities, is prescribed and regularly reviewed by the BMBF, who also enforces it due to its central role at the contract negotiations.

The specific remuneration of a Director is stipulated within his/her employment contract following a corresponding approval by the Council (cf. Art. 11 para. 3 lit. e AoA).

3.3.2 Performance-based pay component

a) Principle

If variable compensation is provided, this shall take into consideration the personal performance of the respective Director. The variable compensation shall consist of one-off or regularly occurring components that are connected to personal performance and to the sustainable success of the Company, and components that combine long-term incentives with a risk factor (such as a system of bonuses and deductions for good or poor performance). The objectives shall be sufficiently ambitious, have deadlines and be as a rule unambiguously measurable; only in justified exceptional cases may, in addition to measurable objectives, an objective also be agreed whose achievement can only be determined using a margin of discretion. To ensure measurability, the individual weighting and the specific calculation basis, including the relevant levels of objective achievement, shall also be specified for every objective. The preconditions for the occurrence and payment of variable remuneration components shall be stipulated by the Council in an objectives agreement for the respective Director before the beginning of the respective calculation period. After the expiry of the calculation period, the competent company body shall calculate, depending on whether the objectives have been achieved, the amount of the individual variable remuneration components that are to be granted overall for this calculation period (Sec. 5.3.2 to 5.3.4 PCGC).

b) Implementation (+)

According to the “*Procedure for performance-based pay of European XFEL Directors*”¹³, all Directors “*should also receive a performance-based variable pay component*”. Currently, such variable pay component is implemented for all Directors. The criteria for performance-based variable pay component are agreed within a written target agreement between the respective Director and a Council subcommittee, the so-called “*Negotiation and Assessment Committee – NAC*”, before the evaluation period commences and reviewed at the end of this period by NAC. The target agreements include “*common targets*” applicable for all Directors, reflecting the joint responsibility for a successful operation and further development of the European XFEL Facility, as well as “*individual targets*” referring to the Director’s individual responsibilities. All targets shall be brief, clear, and, as far as possible, measurable. Their respective weighting is specified in the target agreement.

3.3.3 Provision for reducing remuneration

a) Principle

The possibility of reducing or recovering parts of the remuneration shall be regulated in the employment contract of each Director, if continuing to provide the agreed remuneration would be unreasonable for the Company as a result of its economic situation, and for the event of a significant breach of duty by the Director (Sec. 5.3.2 para. 5 PCGC).

b) Implementation (-, but justified)

The possibility of reducing or recovering parts of the remuneration, if continuing to provide the agreed remuneration would be unreasonable for the Company as a result of its economic situation, and for the event of a significant breach of duty by the Director, as recommended in Sec. 5.3.2 para. 5 PCGC, is not yet foreseen in the current employment contracts. It is

¹³ As adjusted by the Council at its 32nd meeting on 19–20 November 2020.

expected that this recommendation will be duly considered in future contract templates provided by the BMBF playing a central role at the contract negotiations.

3.3.4 Early termination

a) Principle

Payments to a Director in the event of an early termination shall, including additional benefits, as a maximum, not exceed the value of two annual remunerations. A compensation payment for the restraint on competition shall be deducted from a compensation payment (Sec. 5.3.2 para. 6 PCGC).

Multi-year remuneration components shall not be paid out ahead of time nor shall advance payments be made on these components. An exception is made only for a lump-sum payment for claims in the event of an early termination of the appointment and employment as a member of the management (Sec. 5.3.5 PCGC).

b) Implementation (+)

Neither payments to a Director in the event of an early termination nor advance payments to a Director were ever made since the founding of the Company.

3.4 Conflicts of interest

3.4.1 Binding to Company purpose and objective

a) Principle

Members of the management are obliged to follow the Company purpose and objective (Sec. 5.4.1 PCGC).

b) Implementation (+)

According to Art. 15 AoA, the *“Directors are obliged to manage the Company conscientiously and with due diligence in the interest of the Company, and in*

accordance with the Convention and the statutory law of the Federal Republic of Germany [...], the relevant valid version of these Articles of Association, the Rules of Procedure for the Management Board decreed by the Council, the directions and resolutions of the Council”.

3.4.2 Non-competition

a) Principle

The Directors shall be subject to a comprehensive non-competition obligation for the duration of their work for the Company (Sec. 5.4.2 PCGC).

b) Implementation (+)

As Directors’ employment contracts allows only ancillary activities, where a conflict of interest is not conceivable, a comprehensive non-competition clause is implicitly in place (argumentum a minori ad maius).

3.4.3 No third-party benefits

a) Principle

No Directors may pursue personal interests when taking decisions nor may they accept any benefits from third parties in connection with their activities, neither for themselves nor for other persons, nor may they offer, promise, or grant unjustified benefits to third parties (Sec. 5.4.2 PCGC). Any conflicts of interest shall be disclosed without delay to the supervisory body (Sec. 5.4.3 PCGC).

b) Implementation (+)

The Company has a strict anti-corruption policy, which also covers all members of the Management Board (see no. V.3.1 above).

In addition, Art. 5 of the RoP-Management Board states that *“the members of the Management Board shall announce if any issue to be dealt with by the Board directly or indirectly affects their personal affairs and, if applicable, shall not participate in any debate or decision-making process concerning such issues.”*

3.4.4 Ancillary activity

a) Principle

The Directors shall engage in ancillary activities only with the approval of the Council; this shall apply in particular to position in supervisory bodies (Sec. 5.4.4 PCGC).

b) Implementation (+)

According to the Directors' employment contracts, ancillary activities have to be approved by the Council Chair. This requirement applies also to (paid or non-paid) positions in supervisory bodies. Only in the exceptional case of non-paid ancillary activities, where a conflict of interest is not conceivable, the approval shall be deemed to have been granted.

3.4.5 No (consultancy) contracts with former Directors

a) Principle

No contracts shall be concluded with former Directors for a period of 24 months after their departure under which they provide services to the Company (e.g. consulting). An exception is made for scientific institutions in exceptional cases, to the extent that the aim of the contract is the continued participation of the individuals in scientific projects which were initiated before their departure (Sec. 5.4.5 PCGC).

b) Implementation (+)

Only one short-term (consultancy) contract with a former Director existed in 2024. This contract served the completion of scientific projects started during the term of office of that Director, such as co-steering the (Interreg) HALRIC project, the preparation of the SRI2024 conference, and the ESFRI landmark monitoring process. Also for other future cases, the boundary conditions set by the newly established Sec. 5.4.5 PCGC for scientific institutions would be duly considered.

3.5 Sustainable governance

3.5.1 German Sustainable Development Strategy and UN Sustainable Development Goals

a) Principle

The management shall take steps to ensure sustainable governance as set out in the German Sustainable Development Strategy and the UN Sustainable Development Goals¹⁴. It shall identify and assess the main environmental impacts of the Company's activities and the main effects of environmental conditions on the Company, set environmental targets and implement corresponding measures. It shall develop the Company into a climate-neutral organisation (Sec. 5.5.1 PCGC).

b) Implementation (+)

The management is committed to and has already taken significant steps to ensure sustainable corporate management, as set out in the German Sustainable Development Strategy and the UN Sustainable Development Goals (SDG), e.g. via using solely “green” power to operate its electricity-intensive *research facility* (cf. goal 13 UN SDG).

In addition, the Company plans to apply the “Leitfaden Nachhaltigkeit”¹⁵ compiled by the three big German research organizations Fraunhofer-Gesellschaft, Leibniz, and Helmholtz Association. These guidelines focus on research-specific sustainability management and their application for our Company is part of the current strategy implementation.

The environmental sustainability programme recently designed at the Company includes a list of projects and measures for a holistic approach to

¹⁴ Both available in English under <https://www.bundesregierung.de/breg-en/issues/sustainability/germany-s-national-sustainable-development-strategy-354566> and <https://sdgs.un.org/goals>.

¹⁵ Available in German under: <https://www.nachhaltig-forschen.de/startseite/>

prepare the Company and its Facility to be at the forefront of providing operation and delivering excellent science in a sustainable way. The programme is based on three pillars, which are the base of all sustainability activities, and are: a) sustainable operation (renewable energy sources, photovoltaic energy, trainings to all staff), b) apply sustainability requirements to any future facility upgrade (sustainable procurement) and c) education and outreach (communicate and share the Company's best practices in environmental sustainability). As a first measure, a photovoltaic system will be installed at our new parking space to be used for charging electrical bikes and cars.

3.5.2 Gender-equal, tolerant, and discrimination-free Company culture

a) Principle

The management shall ensure a gender-equal, tolerant, and discrimination-free culture within the Company, with equal opportunities for personal development irrespective of ethnic origin, gender, religion or worldview, disability, age, or sexual identity. It shall ensure that a discrimination-free working culture exists at all levels, including a non-discriminatory use of language and protection against sexual harassment. Employees and managers shall be supported in this respect in the form of opportunities for training and for receiving information (Sec. 5.5.2 and 5.5.3 PCGC).

b) Implementation (+)

The Company's Equal Opportunities (EOs) Policy, as established by the Management Board¹⁶, includes principles for meeting the Company's obligation to provide a working and learning environment free from unlawful direct and indirect discrimination, including (sexual) harassment, based on ethnic origin, gender, religion or worldview, disability, age, or sexual identity. In 2024, the second Gender Equality and Diversity Plan (GEDP), covering the

¹⁶ Last amended on 17 November 2015.

period between 1 July 2024 and 30 June 2027, was established and published internally and externally¹⁷. Main thematic focus of the GEDP is to enhance gender equality, cultural diversity, and inclusion in the Company by implementing a comprehensive set of varied measures.

The Company has two Equal Opportunity Spokespersons elected by the Company staff in line with the EOs Election Regulations every two years. During the last elections of a new EOs team, it turned out that the EOs Election Regulations need to be adapted to the changed circumstances (e.g. only electronic voting) before the next elections take place. In 2022, the position of a Diversity Officer was established, who works on a half-time basis and is reporting directly to the Managing Directors. With a view to sustainably implement the GEDP, the EOs/Diversity team regularly organizes and enhances activities (like consultation and mediation in case of conflicts, celebration of international days, organization of diversity trainings, discussion rounds, networking meetings, family-oriented social activities and publications regarding EOs-related topics; participation in selection panels and regular reporting to the Management Board, staff, AFC, and Council).

3.5.3 Reconciliation of family and working life

a) Principle

The management shall promote a working culture that reconciliates family and working life (Sec. 5.5.4 PCGC).

b) Implementation (+)

By offering e.g. telecommuting, the possibility to work part-time (incl. in leadership positions), family-friendly meeting times, emergency childcare ("*Notmütter*"), a parent–child office, support of partners in their search of work in the Hamburg area ("*double career*"), and family-oriented activities, such as

¹⁷ Available in English on the Company's webpage:
https://www.xfel.eu/careers/diversity_and_inclusion

the yearly summer company outing for employees with their families, diversity cooking, a children's clothing flea market, and networking meetings, etc., the Management Board promotes a working culture that enables employees to combine personal obligations, such as childcare or caring for individuals in need of assistance or care, with their professional obligations, and by offering these family-friendly working conditions the Company is able to attract new colleagues from around the world.

3.5.4 Equal pay for equal work

a) Principle

The management shall ensure the payment of remuneration for employees that corresponds to the relevant applicable collective agreements and legal provisions, and ensure that women and men receive equal pay for equal work in the Company, and also ensure, when awarding contracts to provide services, that the respective service provider complies with the relevant applicable collective agreements and legal provisions on the remuneration of employees, by means of appropriate measures, in particular through contractual arrangements (Sec. 5.5.5 PCGC).

b) Implementation (+)

The Company's employees receive salaries and benefits similar to those of the collective agreement for public service organizations in Germany (*TVöD*). These salaries and benefits are provided in a non-discriminatory manner, without any distinction according to gender, and following the principle of "*equal pay for equal work*". The management strives to ensure that its service providers comply also with their relevant applicable collective agreements and legal provisions on the remuneration of their employees. Corresponding clauses are included in the Company's standardized tender documents (namely in the so-called "*self-declaration of tenderers on the non-existence of grounds for exclusion*", the optional ground for exclusion of the breach of "*obligations under labour law*").

3.5.5 Works council

a) Principle

If the Company operates in various EU member states or if it belongs to a group that has companies in various member states and the conditions of the German Act on European Works Councils (*Gesetz über Europäische Betriebsräte – EBRG*) are fulfilled with regard to the establishment of a European works council, the management shall actively support the establishment of a European works council and shall swiftly conclude an agreement on informing and consulting employees on a cross-border basis with the workforce's special negotiating body (Sec. 5.5.6 PCGC).

b) Implementation (+)

With much fewer than 1 000 employees working basically all at its research campus in Schenefeld, Germany, the EBRG (acc. to its Sec. 2 and 3) and, therefore, also the recommendation of Sec. 5.5.6 PCGC is not applicable to the Company. Nevertheless, the legitimate interests of its employees are duly preserved by its works council subject to German law.

3.5.6 No aggressive tax avoidance or tax reduction measures

a) Principle

The management shall ensure that the Company refrains from engaging in aggressive tax avoidance or tax reduction measures and strategies (Sec. 5.5.7 PCGC).

b) Implementation (+)

The Management Board refrains from engaging in aggressive tax avoidance or tax reduction measures and strategies. Significant doubtful tax issues are regularly reconciled with the tax authorities via the instrument of "binding ruling" (*verbindliche Auskunft*).

4 Supervisory Body / Council

4.1 Tasks and competences

4.1.1 AoA including a supervisory body in terms of “*Aufsichtsrat*”

a) Principle

The Company’s articles of association shall set out the requirement to have a supervisory body in terms of an “*Aufsichtsrat*” (Sec. 6.1.1 para. 1 PCGC).

b) Implementation (-, but justified)

In accordance with the statutory judgement of Sec. 1 para. 2 no. 2 lit. a of the German One-Third Participation Act (*Drittelbeteiligungsgesetz*) to grant privileges to so called “*Tendenzbetriebe*” like research facilities (due to their special characteristics) and due to its international orientation following well-established governance structures¹⁸, the Company does not have a supervisory body in terms of a “*Aufsichtsrat*”. The typical tasks of an “*Aufsichtsrat*”, namely supervising, advising, and (re)appointing the management, are incumbent upon the Company’s shareholder’s meeting, i.e. the Council, which is supported by various specialized advisory bodies (AFC, SAC, and MAC) and Council sub-committees (SSC, IC, NC, NAC; cf. no. V.3.2.2 and 3.3.2 above) preparing the final (re)appointment decisions to be taken by the Council. In contrast to the “*Aufsichtsrat*”, who typically consists of only a small group of at least three persons, it is the AFC, in which each Shareholder may appoint up to two own representatives, that offers—in a

¹⁸ Also the European Synchrotron Radiation Facility (ESRF), a publicly funded international research facility subject to French private law, which is considered a best-practise example in many aspects, is very similar structured with a Council and its advisory bodies (AFC, SAC, and MAC), but without a separate supervisory body (cf. <https://www.esrf.fr/about/organisation/organisation-chart>)

manner appropriate to the interests of internationally funded research infrastructures—all Shareholders the opportunity to directly supervise and advise the management in financial matters.

4.1.2 Fundamental decisions

a) Principle

The supervisory body shall be involved in decision by the management that are of fundamental importance to the Company. In particular, the supervisory body is responsible for the remuneration and employment of the Directors (Sec. 6.1.1 para. 3 and 4 PCGC).

b) Implementation (+)

The Council is responsible for all fundamental decisions of the Company and may issue any kind of instructions to the Management Board (Art. 11 para. 1 AoA, Art. 1.2 RoP-Council). In order to be able to fulfil its tasks, the Council is supported by the Management Board, among other things, by providing all necessary information (Art. 6.1 of the RoP-Management Board).

Appointment, employment, and termination of the appointment of the Directors as well as any amendment or enlargement of their contracts of employment are subject to the approval by the Council (Art. 11 para. 3 lit. e, m; Art. 13 para. 3 AoA).

4.1.3 Rules of procedure

a) Principle

The supervisory body shall issue itself with rules of procedure (Sec. 6.1.2 PCGC).

b) Implementation (+)

As mentioned before, the Council has itself issued rules of procedure (RoP-Council).

4.1.4 Chair

a) Principle

The chair of the supervisory body shall conduct meetings and remain in regular contact with the management to discuss Company matters. The chair shall not be granted the right to make decisions alone on behalf of the supervisory body. The chair shall be a member of the committee that deals with Director's contracts, if such a committee has been established (Sec. 6.1.3, 6.1.4 PCGC).

b) Implementation (+)

The Council Chair, and in his/her absence the Vice-Chair, conducts Council meetings and ensure the observance of the RoP-Council (Art. 5 RoP-Council). They are *supra partes* and have no right to vote (Art. 4.1 RoP-Council). Even outside Council meetings, they regularly exchange ideas with the Management Board about all important Company issues. The Chair(s) lead(s) the Council subcommittees responsible for the search and selection of (new) Directors, negotiation of Directors' employment contracts, and the negotiation and later assessment of Directors' target agreements (no. 3.1, 3.2, and 6.1 of the "*Guidelines for selection and appointment of Directors*"; no. 6 of the "*Procedure for performance-based pay of Directors*").

4.1.5 Advisory committees

a) Principle

Depending on the number of its members and on the specific economic circumstances of the Company, the supervisory body shall establish expert committees to deal with complex technical and/or financial issues, in particular an audit committee that is to focus on issues of financial accounting and risk management (Sec. 6.1.5, 6.1.6 para. 1 PCGC).

The chair of the supervisory body shall not simultaneously hold the chair of the audit committee. A member of the audit committee shall not have been a Director during the five years preceding their appointment to the audit committee (Sec. 6.1.6 para. 3 PCGC).

The committees may issue recommendation for a decision but not definitely completing a task (Sec. 6.1.7 PCGC).

Committees in supervisory bodies that are subject to statutory codetermination shall be composed in such a way that the composition of the supervisory board's plenary, in terms of the power relations between shareholders' representatives and employees' representatives, is also reflected in the respective committees as well (Sec. 6.1.8 PCGC).

b) Implementation (+)

The Council established three committees—the AFC (established via Art. 13 para. 3 lit. f AoA at its 4th meeting on 11 May 2010), the SAC (Art. 16 AoA), and the MAC (Art. 17 AoA)—providing advice in their specific fields of expertise towards the Council and the Management Board without taking their own decisions. None of the Chairs have ever been Chair of one of the other committees. No Director ever became a member of the Council or its advisory committees.

As the Council is not subject to statutory codetermination (cf. Sec. 1 para. 2 no. 2 lit. a of the German One-Third Participation Act – *Drittelbeteiligungsgesetz*), the recommendation of Sec. 6.1.8 PCGC does not apply for its advisory committees.

4.1.6 Review

a) Principle

The supervisory body, including its committees, shall regularly review the overall quality and efficiency of the supervisory body's activities. The supervisory body shall monitor the implementation of the measures it has adopted in this respect (Sec. 6.1.9 PCGC).

b) Implementation (+)

The last self-appraisal of the quality and efficiency of its activities took place during the 2nd informal Council meeting on 15 February 2018. The resulting improvement ideas were transferred to an update of the RoP-Council, which was finally approved by the Council at its 29th meeting on 27–28 June 2019.

4.2 Composition

4.2.1 Members

a) Principle

No one shall be a member of the supervisory body who has either a business or a personal relationship with the Company or its management that constitutes a conflict of interest or who holds any representative supervisory position for a competitor of the Company (Sec. 6.2.1 PCGC).

b) Implementation (-, but justified)

Several shareholding institutes, which in some way or another scientifically compete with the Company's Facility, are represented by their delegates in the Council. On the other hand, given the way international scientific projects such as the European XFEL are usually structured, this is unavoidable and certainly not comparable to a participation of competitors in the supervisory body, e.g. of a stock company (*Aktiengesellschaft*).

4.2.2 Age limit

a) Principle

An appropriate age limit which complies with the statutory requirements shall be defined for members of the supervisory body (Sec 6.2.2 PCGC).

b) Implementation (-, but justified)

Neither the AoA nor the RoP-Council do foresee an age limit for Council members, who are appointed by the respective Company's shareholders. But, in fact, the Council currently complies to a great extent with statutory age limits.

4.2.3 In person

a) Principle

The members of the supervisory body shall carry out their duties in person; they may not have others perform their tasks for them (Sec 6.2.3 PCGC).

b) Implementation (+)

Council members usually observe their duties in person. In case they are unable to attend a meeting due to other (business) obligations, they are represented only by someone who has also been officially nominated as Council delegate by the respective shareholder.

4.2.4 No former Directors

a) Principle

Former Directors shall not move to the supervisory body before the expiry of five years since their management duties ended (Sec 6.2.4 PCGC).

b) Implementation (+)

No former Director ever assumes any function in the Council or its advisory committees.

4.3 Remuneration

a) Principle

The remuneration paid to the members of the supervisory body shall be determined in the Company's articles of association/bylaws or by a resolution of the supervisory body (Sec. 6.3 PCGC).

b) Implementation (+)

Except for the Chairs, no Council member receive any payments from the Company for his/her activities in the Council. For the Chairs, travel (basically airfare economy and train fare second class; if justified, taxi, local transports,

parking, gasoline, toll fees) and accommodation costs (based on the German Federal laws for travel expenses – *Bundesreisekostengesetz*) are reimbursable, as well as a daily allowance of 60 €/day (pure travel days excluded) as a lump sum to cover additional living expenses while working abroad is offered (no. 3.2, 3.4.1 of the Company's SN "*Company guests and visitors*"). As all these payments shall compensate only those costs incurred in the course of Chair's activities, they are not considered remuneration in terms of Sec. 6.3 PCGC.

4.4 Conflict of interest

4.4.1 Acting in Company's interest

a) Principle

Every member of the supervisory body is obliged to act in the Company's interest, which is, in particular, determined by the Company purpose and the Company objective. No member of the supervisory body may pursue personal interests when taking decisions nor may any member exploit for themselves business opportunities to which the Company is entitled (Sec. 6.4.1 PCGC).

b) Implementation (+)

The Company's shareholders and its representatives in the Council are subject to allegiance (*Treuepflicht*), one of the basic principles of the German Limited Liability Companies Act (*GmbH-Gesetz*), which binds them to the Company's objectives and prohibits them from exploiting business opportunities due to the Company for their own benefit.

4.4.2 Cooling-off period

a) Principle

The Company shall not conclude consultancy or other service agreements or work contracts with a member of the supervisory body during the period that

the member holds the position or for a period of 24 months after their mandate has ended (Sec. 6.4.2 PCGC).

b) Implementation (+)

No consultancy or other service agreement or work contract exists between the Company and a current Council member or a former Council member who left the Council during the last 24 months.

4.5 Meetings

a) Principle

The supervisory body shall meet regularly, once every calendar quarter. In the case of companies that receive institutional assistance (*institutionelle Förderung*), the supervisory body can agree to meet on a less regular basis, with two or three meetings per business year, provided this does not affect the proper supervision of the management.

Minutes of the meeting of the supervisory body shall be kept. The minutes shall include the key details and the decisions. Decisions that the supervisory body makes outside a meeting shall be recorded in the minutes of the supervisory body's next meeting (Sec. 6.5 PCGC).

b) Implementation (+)

The Company is publicly funded via shareholders' contributions similar to institutional assistance. According to Art. 10 para. 1 AoA, its Council shall formally meet at least twice a year. In addition, informal Council retreats should take place once a year (Art. 16.1 RoP-Council). Each formal Council meeting is complemented by a meeting of its advisory committee (AFC, MAC, SAC), which reports back to the Council. Since the COVID-19 pandemic, some of these meetings took place virtually or in a hybrid mode.

For each formal Council meeting, a summary of decisions and minutes reflecting the substance of the discussions are prepared (Art. 15 RoP-

Council). They also include Council decisions that were taken before that meeting by written procedure (Art. 14.5 RoP-Council).

5 Transparency

5.1 Declaration of compliance and public corporate governance report

a) Principle

A report on the corporate governance of the Company shall be issued annually. In particular, the report shall state that the recommendations of the PCGC were and are being complied with, and indicate which recommendations were or are not being complied with and why (declaration of compliance). Any deviations from the recommendations shall be explained and justified in the report. The declaration of compliance and the report shall be published on the Company's website for at least five business years.

The report shall also include a brief description of the sustainability measures outlined in Sec. 5.5.1 to 5.5.3 PCGC, including a statement on the Company's sustainability activities and a description of the trend in the proportion of women in management positions in the management and in the two management levels below this, as well as in the supervisory body (Sec. 7.1 PCGC).

b) Implementation (+)

With the present report (including its declaration of compliance, see no. III above), the Company complies with the transparency obligations of Sec. 7.1

PCGC. It will be published on the Company's website¹⁹ for at least five years. A brief description of the sustainability measures outlined in Sec. 5.5 PCGC is given above under no. V.3.5 of this report. For a description of the trend in the proportion of women in management positions, see no. V.5.4 below.

5.2 Information on the remuneration of the Directors and the supervisory body

5.2.1 Remuneration of Directors

a) Principle

The remuneration for each Director shall be set out clearly and comprehensible in the Company's public corporate governance report, individualized for each Director, and specifying the Director's name, citing the component that is independent of performance, the performance-based component of the remuneration, and the components having a long-term incentive effect (Sec. 7.2.1 PCGC).

b) Implementation (-, but justified)

Although all Directors are willing (and contractually obliged) to disclose their remuneration, it was agreed with the Council to deviate from the recommendation of Sec. 7.2.1 PCGC, as such a detailed publication could have undesirable effects, e.g. when negotiating, within a highly competitive international setting, the remuneration with future Management Board members.

¹⁹ Cf. https://www.xfel.eu/compliance/index_eng.html

5.2.2 Remuneration of members of the supervisory body

a) Principle

The remuneration for each member of the supervisory body shall be set out in the Company's public corporate governance report in a form understandable individualized for each member, and broken down according to components (Sec. 7.2.2 PCGC).

b) Implementation (+)

As outlined above (no. V.4.3), no Council member receives remuneration by the Company for his/her respective activities.

5.3 Publications

a) Principle

Company information, including this report, the annual financial statement with its annex as well as the management report, shall be published by the Company and be accessible on the Company's website for at least five years following their publication (Sec. 7.3 PCGC).

b) Implementation (+)

Starting with the implementation of the revised PCGC in 2021²⁰, the Company stores its (science-oriented) Annual Reports, annual financial statements

²⁰ Before, the Company applied the meanwhile outdated PCGC only internally. Consequently, all of its previous annual financial statements (incl. annex and management report), as well as its public corporate governance reports, are stored internally. In addition, the annual financial statements are publicly available via the *Bundesanzeiger* (see www.bundesanzeiger.de). Furthermore, all of its (science-oriented) Annual Reports are publicly available on the Company website (see https://www.xfel.eu/news_and_events/flyers_brochures_and_annual_reports)

(incl. annex and management report), and its public corporate governance reports for at least five years on its website²¹.

5.4 Information about women in management positions

As foreseen by Sec. 7.1 PCGC, the trend of women in management positions in the Management Board and in the two management levels below this, as well as in the Council, is summarized as follows.

5.4.1 Proportion of women in the Council

By the end of 2023 and 2024, the Council was chaired by two males (female share remained at 0%). By the end of 2023, 4 out of 25 Council delegates/observers were female²². By the end of 2024, 3 out of 24 Council delegates/observers were female²³, leading to a decrease of female share from 16.00% to 12.50%.

5.4.2 Proportion of women in the Management Board

During 2023 and 2024, the number of female Directors remained unchanged at 2 (out of 5 in total)²⁴, resulting in a stable female share of 40%.

5.4.3 Proportion of women at first and second level management

While 9 out of 58 positions at the Company's first and second level management, composed of distinguished advisor, department heads,

²¹ The annual financial statements (incl. annex and management report) are attached to the respective public corporate governance reports available under https://www.xfel.eu/compliance/index_eng.html

²² Annual Report 2023, pp. 92–93.

²³ Annual Report 2024, pp. 88–89.

²⁴ Annual Report 2023, p. 94, and Annual Report 2024, p. 90.

Management Board officers, group and team leaders, as well as staff functions, were held by women at the end of 2023, the number of females in such leading positions were 9 out of 61 by the end of 2024²⁵. Therefore, the female share decreased slightly from 15.52% in 2023 to 14.75% in 2024. An increase of the female share in leading positions is strived for by the Company.

6 Financial reporting and auditing

6.1 Financial reporting

a) Principle

The annual financial statements and the management reports are to be prepared in accordance with the provisions of the third book of the German Commercial Code (*Handelsgesetzbuch* – HGB) for large corporations and shall be audited in line with these provisions, provided other, more extensive, legal provisions do not apply and there is no conflict with other legal provisions (Sec. 8.1.1 PCGC).

The annual financial statement as well as the management report are drawn up by the management and checked by the supervisory body with the auditor's report (Sec. 8.1.2 PCGC).

Companies in which the Federal Government holds a majority stake shall submit a sustainability report in accordance with the German Sustainability Code (*Deutscher Nachhaltigkeitskodex*) or a comparable framework that also

²⁵ Annual Report 2023, Org. Chart, p. 90; Annual Report 2024, Org. Chart, p. 86.

includes human rights aspects, unless statutory requirements apply (Sec. 8.1.3 PCGC).

b) Implementation (+)

According to Art. 18 AoA, *“the Management Board must prepare the annual financial statement and the management report (“Lagebericht” in the sense of the GmbHG). The rules of the HGB regarding the preparation and audit of the annual financial statement and the management report for large-scale corporations shall apply mutatis mutandis. The annual financial statement and the management report must be verified by a certified independent auditor (“Abschlussprüfer” in the sense of the HGB). [...] [T]he Managing Directors must present to the Council a copy of the annual financial statement, the original of which must bear the legally binding signatures of the Managing Directors, as well as the management report together with the audit report (“Prüfungsbericht” in the sense of the HGB) including a written statement. The Council decides upon the adoption of the annual financial statement”*. In line with the statutory requirements of the EU Corporate Sustainability Reporting Directive (CSRD) and its (not-yet-established) German implementation law, the Management Board plans to report about sustainability aspects within its management report starting from the financial year 2025.

6.2 Audit of the annual financial statement

6.2.1 Appointment of auditor

a) Principle

The supervisory body shall decide on the selection and appointment of the auditor, following a recommendation by the audit committee (Sec. 8.2.1 PCGC).

b) Implementation (+)

According to Art. 18 para. 2 sent. 2 AoA, the (year-end) “*auditor shall be appointed by way of a resolution of the Council*”, always following a proposal by the Management Board subsequently evaluated by the AFC.

6.2.2 Tender process

a) Principle

The auditor shall be selected on the basis of a tender process. At least three tenders should be obtained, unless stricter requirements for the awarding of contracts apply on the basis of statutory provisions, the articles of association, or other relevant rules. (Re)Appointments of an auditor shall not exceed a period of ten years, while the person responsible for the audit shall be changed at least every five years (Sec. 8.2.2 and 8.2.4 para. 4 PCGC).

b) Implementation (+)

According to Art. 26.1 of the Company’s Financial Rules²⁶, the “*auditor shall be an appropriately qualified company selected after competitive tender*”, which means a public procurement procedure according to German or European public procurement law, which the Company is obliged to apply. In addition, Art. 26.1 of the Financial Rules regulates also that the “*auditor may be reappointed [only] for at most four one-year terms*”.

6.2.3 Impartiality declaration

a) Principle

Before proposing an auditor, the supervisory body or the audit committee shall procure a declaration from the proposed auditor in which the auditor discloses his/her personal and business impartiality regarding the Company. The declaration shall also describe the scope of any other services that were

²⁶ Last amended by the Council at its 8th meeting on 29–30 June 2011.

provided to the Company in the preceding business year or that have been agreed for the following year. This declaration by the proposed auditor shall be filed with the business records (Sec. 8.2.3 PCGC).

b) Implementation (+)

In accordance with Sec. 321 para. 4a HGB, the auditor declared within the audit report 2023 its impartiality²⁷.

6.2.4 Information obligations

a) Principle

The auditor shall inform the supervisory body without delay about

- any reasons they might have to withdraw from the audit contract, or might not be able to act impartially, that arise during the audit, unless such reasons are remedied without delay,
- any findings that arise during the audit of the annual financial statement that are particularly relevant to the tasks of the supervisory body (these shall be mentioned in the audit report), and
- any facts that reveal inaccuracies in the management's and the supervisory body's declaration of compliance with the PCGC.

These information obligations shall be agreed with the auditor (Sec. 8.2.4 PCGC).

b) Implementation (+)

Within its audit report (issued usually in March), the auditor notes its audit findings including (but not limit to) those related to the topics listed in Sec. 8.2.4 PCGC, if any. Immediately after its translation into English, the

²⁷ Audit report 2024 (long form), p. 7 (Sec. 1 – "AUDIT ENGAGEMENT").

audit report will be distributed to the AFC (usually mid-April) and subsequently to the Council (usually end of May).

6.2.5 Special audit content: German Budgetary Principles Act and PCGC compliance

a) Principle

The audit contract awarded to the auditor shall also cover the audit pursuant to Sec. 53 of the German Budgetary Principles Act (*Haushaltsgrundsätzegesetz - HGrG*) and an inspection of whether the PCGC compliance declaration has been submitted and whether the corporate governance reports from the past five business years have been published on the Company's website. In addition, the contract shall specify particular areas of focus for the audit (Sec. 8.2.5 PCGC).

b) Implementation (+)

As part of its contractual duties, the Company's auditor always conducted and will also in future conduct an audit according to Sec. 53 of the German Budgetary Principles Act (*Haushaltsgrundsätzegesetz*)²⁸. Following the adoption of the recommendation of Sec. 7.1 PCGC at the Company²⁹, the Company's auditor was also charged (as an integral part of its 2024 audit report³⁰) with an inspection of whether the PCGC compliance declaration has been submitted and whether the public corporate governance reports from the past five years have been published on the Company's website. At the beginning of each audit, particular areas of focus for the audit are specified³¹.

²⁸ Audit report 2024 (long form), p. 13 of the PDF (Sec. 3.1 – “*Subject of the audit*”).

²⁹ Cf. Summary of Decisions of the 35th Council meeting, XFEL_Council_21-51, p. 16.

³⁰ Audit report 2024 (long form), p. 76 (Sec. 7.2.5 – “*Audit findings pursuant to section. 53 HGrG*”).

³¹ Audit report 2024 (long form), pp. 14 of the PDF et seqq. (Sec. 3.2 – “*Nature and scope of the audit*”).

6.2.6 Meeting participation

a) Principle

The auditor shall attend the discussions of the supervisory body or the audit committee regarding the annual financial statement and report on the significant findings of their audit (Sec. 8.2.6 PCGC).

b) Implementation (+)

As part of its contractual duties, the Company's auditor presents at each spring meeting of the AFC (which was explicitly tasked by the Council to *"examine the annual accounts and the year-end auditor's report and inform the Council thereof"*; cf. Art. 1.2 no. 4 of the *"Rules of Procedure of the AFC"*³²) the results and findings of their annual audit and is subsequently available for answering corresponding questions. In June 2024, the Council *"agreed for compliance reasons to invite in the future the year-end auditor to the presentation of his/her written audit report [...] also to the respective Council meeting"*.³³

³² As established by the Council at its 4th meeting on 11 May 2011 and amended by the Council at its 13th meeting on 27 June 2013.

³³ Summary of Decisions of the 40th Council meeting, XFEL_Council_24-19, p. 14.

Management report for the 2024 financial year

A. Situation of the Company

1. Legal form, shareholder structure

European XFEL GmbH is a non-profit limited liability company under German law. The Company was founded on 28 September 2009, initially with DESY as its sole shareholder.

As at 31 December 2024, the Company has the following thirteen shareholders:

- Deutsches Elektronen-Synchrotron (DESY), **Germany**
- Danish Agency for Higher Education and Science (DAFHES), **Denmark**
- Commissariat à l'énergie atomique et aux énergies alternatives (CEA), **France**
- Centre National de la Recherche Scientifique (CNRS), **France**
- United Kingdom Research and Innovation (UKRI), **United Kingdom**
- Istituto Nazionale di Fisica Nucleare (INFN), **Italy**
- Consiglio Nazionale delle Ricerche (CNR), **Italy**
- National Centre for Nuclear Research (Narodowe Centrum Badan Jadrowych, NCBJ Swierk), **Poland**
- National Research Center “Kurchatov Institute”, **Russia**
- Vetenskapsrådet (Swedish Research Council), **Sweden**
- Swiss Confederation, represented by the State Secretariat of Education, Research and Innovation, **Switzerland**

- Slovak Republic, represented by the Ministry of Education, Science, Research and Sports, **Slovakia**
- NKFI [Nemzeti Kutatási, Fejlesztési és Innovációs Hivatal (National Research, Development and Innovation Office)], **Hungary**

Plans for Spain to participate as a shareholder in European XFEL GmbH remain unchanged.

2. Company activities

2.1 Profile

The purpose of European XFEL GmbH is to design, construct, operate and further develop the European X-ray Free-Electron Laser facility (European XFEL). Beginning in 2017 the research facility has been generating extremely intense X-ray laser flashes to be used by researchers from around the world for their research. These X-ray flashes are generated in a facility 3.4 kilometres in length, most of which is located underground. Three operating sites allow access to the tunnels and end stations.

The facility extends from the DESY site in Hamburg to the Schleswig-Holstein city of Schenefeld in the Pinneberg district. A research campus has been established there, at which international teams of scientists experiment with intense X-ray flashes.

In the tunnel between the Bahrenfeld and Osdorfer Born sites, a particle accelerator accelerates electrons nearly to the velocity of light. In a fan of tunnels built under the Schenefeld site, complex arrangements of magnets subsequently force particle bunches on a slalom course. This creates X-ray flashes directed by special optical facilities to end stations equipped with various instruments in the underground experiment hall in Schenefeld. These end stations are made available to selected research groups for the duration of their experiments, normally several days.

Usage time is assigned to research groups in a competitive process based on the criterion of scientific excellence. In addition, the Company intends to provide users from industry with access to the research facility for a fee in the long term.

2.2 Business activities in 2024

The business activities of European XFEL GmbH are primarily focused on operating the facility and conducting scientific experiments with users.

In 2024, the operation of the European XFEL accelerator, which is located on the DESY site in Bahrenfeld, achieved record values in terms of beamtime, availability and utilisation of the electron bunches by the scientific instruments. Around 100 user experiments with a total of 1,250 participants led to the generation of approx. 32 petabytes of scientific data. This made 2024 a very productive year in the early phase of using the facility.

The accelerator complex, consisting of the injector, the 17.5 giga-electronvolt (GeV) superconducting linear accelerator, the beam guidance system and the undulators for generating X-ray light, was in operation for over 7,500 hours in 2024. Of these, 4,864 hours were used to deliver X-ray light for experiments, which is a record figure. The availability during beam utilisation was 95.6%, the highest value ever achieved. For the first time, more than 25 % of the available electron bunches were also used to generate X-ray light. This means that in 2024, European XFEL will have produced roughly as many X-ray free-electron laser (FEL) pulses as all other hard X-ray FEL facilities worldwide combined since their commissioning.

The high availability is ensured in particular thanks to the careful maintenance by the DESY team. An important milestone was the replacement of all cold compressors in the accelerator's cryogenic system, which prevented longer downtimes.

Efficiency was also increased: By optimising the control of the high-frequency pulses for electron acceleration, it was possible to reduce the energy consumption of the power amplifiers by 20% per operating hour compared to 2020.

The X-rays were generated over 32 weeks with electron energies ranging from 10.5 GeV to 16.3 GeV. This made it possible to provide photon energies between 400 electronvolt and 24 kiloelectronvolt. Advanced FEL operating modes were used in around two thirds of the beam utilisation.

In 2024, 32 petabytes of experimental data were stored, of which approx. 80 % was collected on the SPB/SFX and MID instruments.

During the maintenance phases in summer 2024 and winter 2024/25, around 990 planned measures were carried out – around 300 fewer than in the previous year due to shorter maintenance times resulting from the fact that there will be another longer maintenance phase in summer 2025, including various inspections by TÜV.

Within the 2024 user operation, 96 experiments were carried out on the seven scientific instruments, which can be assigned to the four areas of global challenges such as digitisation, sustainability and environment, health, and climate and energy. In addition to this categorisation, many of the experiments can be assigned to classic basic research topics in the disciplines such as physics, chemistry, biology, and materials research.

A total of 9,784 hours of beamtime were allocated for all experiments, an average of 102 hours per experiment.

A total of 1,252 people from 27 countries used the facility, with 1,970 user visits – both on-site and remote – having been counted.

In 2024, a new call for experiments was launched for the period from February to June 2025. This again included a thematic call for molecular water research and the opportunity to carry out protein crystal screenings on the SPB/SFX instrument. After assessment, around 30 % of the proposals were approved.

In addition to the focus on stabilising and optimising user operation, work on the strategy for the period up to around 2032 was finalised in the course of 2024 and specific steps for its implementation were planned. This was important since the implementation of the strategy will have a significant impact on planning the budgets of certain parts of the organization, and funds set aside for long-term activities can now be made available or additional funds applied for under a Council resolution.

Under the heading “Strategy 2030 – Strategic Directions”, the Managing Directors have presented to the Council a document describing fundamental strategic directions for the coming years. This forms the basis for the implementation phases and the concrete realisation of the various strategic programmes.

It is particularly emphasized, as a fundamental strategic principle, that the professionalisation of operations has to be pushed ahead, starting in 2023, in order to sustainably increase the quantity and quality of scientific results. Conditions for performing groundbreaking, innovative scientific

research using the European XFEL have improved considerably in recent years as a result of the enhancements implemented. However, fundamental process optimisation has the potential to increase effectiveness and efficiency even more sustainably.

The Company has set itself the strategic target of increasing the number of hours provided to approximately 10,500 hours per year during the second half of the decade, and to gradually expand it to 12,000 hours after that. At the same time, the measures that will be implemented from 2025 onwards, are designed to increase the number of user experiments while decreasing the average time required for individual experiments. This will provide many more scientists with the opportunity to use the facility and establish a sustainable and excellent science program.

Key measures to ensure achievement of these objectives discussed in 2023 were establishing a new logic for allocating beamtime (no longer by instrument but by topic instead), increasing photon supply to the instruments as well as stable concurrent use of several instruments. Realizing these measures will also increase capacity for new user consortia.

Other activities prepared in 2024 that also have an essential impact on the budget in the long term relate primarily to new superconducting undulators, second generation detectors and technical upgrades for all instruments as a result of extensive evaluations being performed by expert commissions.

The above summary shows that 2024 was a busy and intense year that allowed for an extensive focus on operational tasks and improvements as well as on the strategic direction.

When it comes to personnel matters, it is important to mention that the new Chairman of the Management Board, Professor Dr. Thomas Feurer, was able to add fresh impetus and bring a highly professional management style to the table in the first year of his term of office. He has integrated very successfully into the team and has been able to build up a great deal of trust with his colleagues in a short time.

2.3 Financing

The Company's operation expenses and capital expenditures are predominantly financed by resources provided by the shareholders listed

above. Shareholder contributions to the construction budget – largely consisting of non-monetary contributions such as labour and in-kind contributions by shareholders and partners – were recognized directly in the capital reserve without affecting the income statement. Grants related to operations have been recognized as income since mid-2017.

European XFEL's operation expenses have increased each year since the start of the operation phase in July 2017. A significant portion of the budget relates to DESY's operation expenses; DESY runs the technical operation of the accelerator.

Financing for the full implementation of the future strategy is currently the subject of extensive discussions with the shareholders; a modular approach is envisaged for various strategic programmes with the majority of the strategy expected to be financed from a strategic reserve known as the "Facility Development Programme" (FaDeP) which was built up over the past few years using unutilised operation expense grants. Initial expenditures under the FaDeP were approved by the shareholders in 2023. The next application for the approval of this strategic financing is planned for June 2025.

2.4 Capital expenditures and construction of the X-Ray Free-Electron Laser Facility

Construction activities on the European XFEL campus continued with the construction of the visitor centre and completion of a new office building.

At EUR 23.5 million, capital expenditures for new equipment slightly increased from the prior year in 2024. In addition to the expansion of storage capacity and infrastructure at the data centre, the completion of the new "Lighthouse" visitor and conference centre was a major investment.

The Lighthouse exhibition and conference centre on the European XFEL campus in Schenefeld is a modern platform for science communication. The two-storey building offers space for a permanent exhibition, special exhibition space, the Xcool Lab with two laboratories for students, and rooms for conferences and events. The construction costs totalled about EUR 15.5 million and were borne by the European XFEL partner countries. Germany financed around EUR 7.5 million, while Schleswig-Holstein contributed an additional EUR 2 million and one teaching position for the Xcool Lab.

The building, designed by architect David Bücker (DBCO Group), combines functional design with a special lighting effect on the concrete façade and follows an explicitly sustainable construction concept.

The exhibition, designed with Archimedes Exhibitions, illustrates the research at European XFEL with interactive exhibits, original objects and multimedia elements. This makes complex science tangible and promotes the transfer of knowledge. Distinct highlight after the opening were an art installation by the artist collective Well Wired Team, inspired by biomolecules, as well as the permanent Xcool Lab, which enables students to carry out practical experiments.

The Lighthouse is a flagship project promoting science education and a valuable addition for the region. Information on opening hours and guided tours is available on the European XFEL website.

3. Personnel

As at 31 December 2024, the Company employed 488 staff members (447 FTEs). These figures are slightly higher compared to 31 December of the prior year. In addition, 134 employees from other institutions were working for the Company as guests at that time.

At 41.4%, scientists comprised the largest group of employees, followed by engineers at 26.6%, administrative staff (20.9%), and technicians and skilled workers (11.1%). The Company had 53.3% international employees. The proportion of international scientists was 69.8%. Along with further expanding the Company's workforce, the integration of new employees and, if necessary, also their families into the new environment is an important task.

It is important to emphasize that utilisation of the new experimental capabilities and the scientific programme requires successfully educating the next generation of scientists – something that European XFEL supports with the strong postgraduate programme it operates in cooperation with a number of European universities. Both the long-term development of internal staff and the attractiveness of European XFEL for international technical and administrative personnel play another key role. Similarly, a particular focus is currently on recruiting engineers as well as qualified IT personnel, whose qualifications differ widely across European countries. This group of professionals is especially needed when it comes to technical enhancements to the facility. Finding suitable staff in this area is currently challenging.

4. Research and development

European XFEL was established as a unique research facility located in the Hamburg metropolitan area. This X-ray laser facility opens up completely new fields of research. It allows researchers to identify the atomic details of viruses, to film chemical reactions and to analyse processes under the same conditions as those existing in the interior of planets. It is the objective of the facility to generate new knowledge in the fields of medicine, pharmacy, chemistry, physics, materials science, nanotechnology, energy technology and electronics, which will lead to the development of concrete products and to product improvements. To this end, these fields will be organised such that their structure is no longer driven by the scientific discipline, but rather by the overarching research objectives as determined by addressing global challenges faced by society. In addition, beamtime is offered for topic-related projects, such as the so-called "topical Watercall", which will be offered for the second time in 2025.

At European XFEL, international research groups are able to use complex instruments to perform their experiments for several days or weeks under the user programme. Even before the facility was commissioned, scientific knowledge was gained during construction of the facility. This is particularly true for the work on developing the superconducting linear accelerator, the undulators, the X-ray optics and the instruments with new types of detectors. Additionally, however, there is an important internal research and development programme that helps strategically advance both scientific questions and technological developments with internal resources. From 2025, this programme will focus even more strongly on the strategic priority topics.

5. Net assets, financial position and results of operations

Macroeconomic environment/sector trends

European XFEL GmbH is financed by a total of 13 European shareholders with Germany, the largest shareholder, holding 57% of the shares.

For 2024, the persistent geopolitical crisis has continued to render forecasts of global economic trends highly uncertain, making it difficult to estimate how the economy will develop in the near future. Governments, international organisations and economic researchers regularly try to

forecast as exactly as possible the economic trend using various assumptions. Such forecasts serve as the basis for estimating and planning the Company's budget.

The Russian war of aggression against Ukraine and sanctions imposed on Russia that have a direct impact on European XFEL as well continue to give rise to uncertainty. The financial environment for the European XFEL has therefore changed. The risks connected with the Russian shareholder contribution payments have increased due to the increasing sanctions and internal compliance measures of European banks. Uncertainty about the availability of this financing was a challenge for Management in 2024.

The Company's second-largest shareholder, Russia, represented by the Kurchatov Institute (26%), previously used Gazprombank, which has been subject to US sanctions since the end of 2024, for its transfers. Although the shareholder contributions for 2024 are available for transfer and the availability of the 2025 contributions has also been confirmed, the Company is still intensively researching options to ensure a secure transfer to the bank accounts of European XFEL GmbH. Management works closely with its principal bank. The Kurchatov Institute is also looking for alternative transfer options. All parties are optimistic that a solution will be found in the coming months, which will secure Russia's shareholder contribution for 2024 and 2025.

In this context, it is important to emphasise that the transfer is safe under foreign trade law. This is confirmed by a recently obtained legal opinion. Neither the remitting party, the Kurchatov Institute, nor the remitting bank, Gazprombank, are currently sanctioned under European law.

As a result of EU sanctions – which European XFEL consistently monitors, puts into practice, and implements all updates for – any users affiliated with Russian institutions are denied access to experiments. The implications of EU sanctions and the recent termination of joint projects are clearly noticeable in other areas as well. Nevertheless, the Company, too, meets its contractual obligations to all of its 13 shareholders. Council meetings continue to be held without restrictions; key decisions are submitted to the shareholders for voting.

Fixed assets

Fixed assets declined by EUR 54.6 million in 2024 since the construction of additional buildings on the campus was more than offset by EUR 77.4 million in amortisation and depreciation. At EUR 837.7 million, fixed

assets represent about 81.7 % of total assets.

Current assets

Current assets amounted to EUR 187.0 million and included EUR 171.1 million in liquid funds, EUR 8.6 million in inventories and EUR 7.3 million in receivables from shareholders and other assets mainly consisting of VAT input tax credit claims. Thus, liquid funds represent 91.5% of current assets. These funds are required for capital expenditures and operation expenses planned for 2025, but also represent funds that can be carried forward to the following year and will be used to finance further capital expenditures, including those planned as part of implementing the strategy.

In addition, the Company also plans to use the available funds on hand for expenditures for specific projects funded by third parties and user consortia, some of which will be incurred in subsequent years.

Shareholders' equity

Share capital of EUR 25 thousand has been fully paid up. Shareholder contributions to the construction of the facility over and above share capital have been recognised in the capital reserve.

Shareholders' equity net of accumulated deficit amounted to EUR 793.9 million as at the 2024 reporting date. The resulting equity ratio amounted to 77.4% of total assets, a slight decrease from the previous year.

Including the special reserves for grants (EUR 197.7 million), the equity ratio amounts to 96.7 %. Special reserves for grants comprise financing contributions received from user consortia, from current and future shareholders and from other third-party funding sources and used for investing purposes, presented as grants to finance fixed assets. Special reserves also include grants for the operation budget that can be carried forward to the following year.

Liabilities

Total liabilities (defined as the total of provisions, payables and deferred income) amount to EUR 34.2 million and consist primarily of accounts payable to shareholders and partly represent trade accounts payable for which some invoices have not yet been received or were not yet due at the balance sheet date, including invoices relating to prior years.

Other liabilities comprise prepayments from third parties and user consortia, EUR 1.8 million of which have not yet been utilised.

The debt ratio amounts to 3.3%.

Net assets and financial position

The Company is almost entirely financed by equity, leading to very good coverage ratios. Comparing European XFEL GmbH's fixed assets (EUR 837.7 million) to shareholders' equity of currently EUR 793.9 million shows an excess coverage of fixed assets of EUR 43.8 million.

Current liabilities of EUR 34.2 million are fully covered by liquid funds of EUR 171.1 million. The financial position as at the reporting date 31 December 2024 can be described as very good.

Financial performance indicators

Financial performance indicators mainly comprise the asset coverage ratio and the annual operation budget or funds received.

The asset coverage ratio amounts to 95.0%. Fixed assets are fully covered by long-term funding. The long-term forecast continues to be based on favourable development.

Non-financial performance indicators

Non-financial performance indicators mainly comprise capacity utilisation of the operational X-ray laser facility, quality of beamtime delivered, a reduction in downtime and the level of the qualifications of the European XFEL and of the Company's staff.

The facility was in full user operations in 2024 and was no longer affected by restrictions from external factors. For the first time, more than 9,800 hours of operating time were made available to users – a great success for the Company. This has brought the objective of delivering 10,500 hours per year into close reach and it can hopefully be met in 2027, when the facility is back in full operation for the first year after the long maintenance and installation break from June 2025 to March 2026. The overall success rate of experiments has continued to increase also in 2024; this demonstrates that both operation of the facility and user operations, with all the challenges inherent in preparing for and performing experiments, including complex additional technical

installations, are running very smoothly overall.

Usage time for individual end stations is assigned to research groups in a competitive process based on the criterion of scientific excellence. Due to the high level of interest in the facility on the part of scientific users, demand significantly exceeds the available capacity. In addition, the Company plans to provide industrial users with access to the research facility for a fee in the long term. Depending on the instrument, beamtime for user groups is oversubscribed by 60-80% (in terms of the number of applications submitted), clearly demonstrating the interest shown by the international scientific community.

To position itself as an attractive employer, the Company emphasises the wide range of diverse prospects for employment in one of the world's leading facilities in this field of research. Thus the Company has, to date, succeeded in recruiting internationally renowned scientists as well as highly qualified technical and administrative personnel.

Results of operations

The agreed grants towards the operation budget are presented as income from grants. In 2024, these grants financed not only operation expenses but also EUR 11.5 million in capital expenditures. A further EUR 133.0 million in funds can be carried forward to the following year. Special reserves were set up for these purposes.

Amortisation and depreciation of EUR 77.4 million increased slightly since an additional administrative building was commissioned. Amortisation and depreciation is offset by income from the amortisation of the special reserve for investment grants to only a small extent; this adversely affects earnings for the year to a significant degree and regularly results in a net loss for the year.

The number of employees increased slightly, and personnel expense increased accordingly by 7.7 % (2024: EUR 45.3 million, prior year: EUR 42.0 million).

Materials expense increased slightly, rising from EUR 63.5 million to EUR 67.1 million, and includes expenses for services purchased from DESY and electricity costs. Other operating expenses rose by EUR 25.9 million during the year as the outstanding receivables from a shareholder were written down.

B. Report on opportunities and risks, Risk management

In the area of risk management, corporate risk management was successfully implemented within the administrative groups as well.

The group responsible for risk management holds regular discussions with the "risk owners" and addresses risk management tasks, thereby addressing strategic aspects of risk assessment even better in order to analyse how corporate risks can be minimised and necessary risk assessments optimised.

The ageing of the facility and the related maintenance measures remain key issues that are becoming increasingly important. More intensive discussions with Group management and measures to raise internal awareness of how to identify and analyse risks led to an increase in the number of corporate risks recorded in 2024.

In order to continuously improve corporate risk management, the Company was in regular dialogue with comparable research institutions and industry partners. In addition, the first pilot project to analyse processes was successfully completed. This serves as a basis for future optimisations in the area of risk management.

Financial aspects and budget risks play an increasingly important role in analysing and discussing potential risks. Trends and developments with a significant financial impact are captured and analysed within existing reports in order to forecast and report on their implications for the budget.

In addition, the improvement and enhancement of an enterprise resource planning (ERP) system at European XFEL represent another significant risk and quality management measure. The ERP system successfully went live in 2022. A few process and system improvements were identified during operation, and these were scheduled to be implemented by mid-2024. In 2025, the plan is to launch a project to analyse the advantages, disadvantages and risks of a cloud solution for the next comprehensive upgrade of the ERP system, including market research into alternative solutions.

Financing risks

The Council has approved an operation budget for 2025 totalling EUR 154.6 million (including the share to be financed by Spain).

With respect to adequate funding, which is currently being discussed at many large European research institutions due to extensive price increases in various areas, European XFEL is in the favourable position of having a financial reserve at its disposal to overcome any potential problems related to, for instance, the high cost of energy, without having to increase shareholder contributions.

Currently, any potential impact on the operation budget of EU sanctions against the shareholder Russia or of any payments by other shareholders potentially remaining outstanding is comprehensively reflected in the budget, as the management of the GmbH has already developed various scenarios and also had them legally examined as to how potential defaults on shareholder contributions could be dealt with. As part of these scenarios, discussions were also held with the shareholders regarding possible compensation payments. The signals are largely positive and the largest shareholder, Germany, has already presented specific measures that could be taken in such a case. For this reason, Management is confident that financial risks do not currently jeopardise the operation of the facility, not only due to an extensive financial reserve being at its disposal, but also due to the positive signals of support from the shareholders. The Spanish government has officially confirmed that Spain plans to become a shareholder of European XFEL GmbH. Spain has made all prerequisite payments for joining the Company as a shareholder. However, the prerequisite payments having been made, further administrative steps are still outstanding, such as ratification of the accession protocol by all other shareholder countries. Forecasting when these further steps may occur is currently difficult for the Managing Directors.

Liquidity for 2024 is secured as 82 % of the contributions have been paid and the Company has sufficient liquidity to cover unpaid contributions in the meantime.

Tax risks

In recent years the tax authorities have reviewed the commercial status of various well-known research institutions and their ability to claim VAT input tax credits with the result that such claims have partially been rejected. In light of the approach taken by the tax authorities vis à vis other research institutions, the Company cannot rule out the possibility that the tax authorities may change their current treatment prospectively, and possibly also retrospectively, resulting in VAT charges for European XFEL GmbH.

A binding advance ruling from the Hamburg tax office has been received for the years up to 2017, certifying that European XFEL GmbH is fully authorised to deduct input tax. Another binding ruling by the tax authorities ensured that the Company has been able to continue to claim the majority of its VAT input tax credits since 1 January 2018. The resulting additional expenditures of approximately EUR 1 million per year compared to the original right to full VAT input tax credit claims are financed by the German shareholder.

A special VAT audit commenced in 2022 has not yet been completed and has not resulted in any findings by the date of this management report.

Expenditure risks

Regarding the continuing uncertain political situation in Russia, the Company perceives additional expenditure risks in various areas that have significant implications. Along with the cost of energy, which continues to represent a significant element of uncertainty despite having stabilized, important raw materials such as helium and certain IT components are affected by disproportionately high cost increases as well. European XFEL is actively addressing this by developing various scenarios for optimising expenditures and for potential savings. These continued to be discussed extensively with the shareholders in 2024 and the impact on operations and on the scientific performance of the facility was analysed as well.

Bottlenecks on the supplier side and longer delivery periods, if any, could cause delays in the progress of the project and in operations, which in turn may hamper operations, thus adversely affecting the budget available. In order to secure supply, the Company is continuing to expand its partnerships with key suppliers and to search for alternative sources of supply. The critical political situation in Ukraine and Russia poses the main risk in this regard. In 2024, the Company again succeeded in finding new partners and starting new collaborations that compensate for the impact EU sanctions are having on the cooperation with Russian institutions and companies.

Expenditure risks inherent in the construction budget are currently negligible, as the major construction projects have been completed and no new projects of this size are planned.

Personnel

In the field of research, as elsewhere, competition between institutions

for qualified personnel is intense.

In order to place itself in an advantageous position, the Company's human resources management aims to render the Company highly attractive as an employer. Since its possibilities regarding monetary compensation are rather limited owing to public funding, employment with the Company is primarily made attractive by the diversity of prospects for employment at one of the world's leading facilities in this field of research.

The Company is mitigating risks of employee turnover by adequate substitution arrangements and timely succession planning.

C. Outlook

Following completion of the strategy development process with the strategy design report in 2023, its concrete implementation was planned for 2024. This included compiling a comprehensive budget forecast to be presented to the Council in 2025; it has been structured in such a manner that the required budget can be approved in stages. Criteria such as the overall budget trend are important in this regard, also with a view to potential price increases and target achievement to date. Time related and technical dependencies as well as the potential need to adjust shut-down times during the maintenance breaks in summer and winter will play another key role in these financial prioritisation discussions with the delegates.

Further, 2025 will be dominated by preparations for the extended maintenance and installation period of European XFEL. Determination of the extent of installations and improvements to be made during this period as well as the TÜV inspection of the pressure control valves of the cryomodules has now been completed. The most important measures relate to preparing the area behind the SASE2 tunnel for the installation of superconducting undulators as well as completion of tunnel equipment for certain strategic programmes that are financed from FaDeP funds already made available.

The financial implications of the activities scheduled for this period have already been anticipated, and many of the necessary purchases have already been made or are in the concrete preparation or tendering stage.

Due to the special financing structure, a net loss of approximately EUR 75 million is anticipated for 2025 that will be attributable to amortisation and depreciation of fixed assets financed via the construction budget.

The actual and potential implications of the Russian Federation's continuing war against Ukraine for European XFEL GmbH were analysed in detail to the extent possible and the further course of action continues to be determined in close consultation with the shareholders. Measures that are now being implemented by the new US government and that could have a financial and structural impact on scientific collaboration also represent uncertainty fuelling factors for the future. The Managing Directors are of the opinion that solutions have currently been found and scenarios developed, within the scope of what is possible, to safeguard European XFEL's operations. This includes involving the Russian shareholder where legally possible or mandatory.

The current liquidity would also be sufficient for 2025 and 2026 to bridge any funding shortfall that might result from shareholder contributions potentially remaining outstanding or from disproportionately high price increases. A long-term solution will have to continue to be discussed jointly with the shareholders in order to secure the finances of European XFEL GmbH for the long term and to secure the bridge financing of any potentially outstanding contributions that is currently planned.

Hamburg, 26 February 2025

European X-Ray Free-Electron Laser Facility GmbH

Prof. Dr. Thomas Feurer
Managing Director

Dr. Nicole Elleuche
Managing Director

European X-Ray Free- Electron Laser Facility GmbH, Hamburg
Balance sheet as of 31 December 2024

ASSETS	31/12/2024		31/12/2023
	EUR	EUR	EUR
A. FIXED ASSETS			
I. Intangible assets			
1. Purchased industrial rights and similar rights and assets as well as licences for such rights and assets	2,137,385.02		3,026,715.27
2. Payments on account	<u>12,500.00</u>		<u>267,629.68</u>
		2,149,885.02	3,294,344.95
II. Tangible assets			
1. Buildings on third-party land	102,084,762.10		93,589,250.41
2. Technical equipment and machinery	701,980,430.40		759,557,283.49
3. Other equipment, furniture and fixtures	2,623,763.62		2,718,812.19
4. Payments on account and assets under construction	<u>28,894,435.20</u>		<u>33,153,397.44</u>
		835,583,391.32	889,018,743.53
		<u>837,733,276.34</u>	<u>892,313,088.48</u>
B. CURRENT ASSETS			
I. Inventories			
1. Finished goods and merchandise	8,610,127.18		5,771,327.89
2. Payments on account	<u>0.00</u>		<u>934,314.65</u>
		8,610,127.18	6,705,642.54
II. Receivables and other assets			
1. Receivables from shareholders	1,898,928.39		2,166,687.39
2. Other assets	<u>5,376,499.49</u>		<u>6,937,779.79</u>
		7,275,427.88	9,104,467.18
III. Cash and cash equivalents		<u>171,149,074.74</u>	<u>199,991,824.83</u>
		<u>187,034,629.80</u>	<u>215,801,934.55</u>
C. PREPAID EXPENSES		<u>967,859.92</u>	<u>958,029.36</u>
		<u>1,025,735,766.06</u>	<u>1,109,073,052.39</u>

EQUITY AND LIABILITIES			
	31/12/2024		31/12/2023
	EUR	EUR	EUR
A. Shareholders' equity			
I. Share capital		25,000.00	25,000.00
II. Capital reserve		863,623,611.19	928,908,058.00
III. Accumulated deficit		-69,792,024.00	-65,284,446.81
		<u>793,856,587.19</u>	<u>863,648,611.19</u>
B. Special reserves for grants			
1. Special reserve for investment grants related to fixed assets		64,651,820.78	61,464,385.73
2. Special reserve for unutilised operation expense grants		133,038,425.49	137,257,756.45
		<u>197,690,246.27</u>	<u>198,722,142.18</u>
C. PROVISIONS			
Other Provisions		8,031,106.57	7,096,826.03
		<u>8,031,106.57</u>	<u>7,096,826.03</u>
D. Payables			
1. Trade accounts payable	2,965,137.45		4,350,724.66
2. Accounts payable to shareholders	20,489,507.34		33,634,763.63
3. Other liabilities	<u>2,703,181.24</u>		<u>1,619,821.28</u>
		<u>26,157,826.03</u>	<u>39,605,309.57</u>
D. Deferred income		0.00	163.42
		<u>0.00</u>	<u>163.42</u>
		<u>1,025,735,766.06</u>	<u>1,109,073,052.39</u>

European X-Ray Free-Electron Laser Facility GmbH, Hamburg

Income statement for the financial year 2024

	2024	2023
	EUR	EUR
1. Revenue	462,065.01	604,705.84
2. Income from grants from		
a) shareholders and third parties	155,156,853.98	123,882,264.60
b) third parties	1,626,110.84	4,019,660.45
	156,782,964.82	127,901,925.05
3. Other own work capitalised	1,782,118.71	1,685,895.83
4. Other operating income	152,142.39	263,263.91
5. Additions to special reserve for investment grants related to fixed assets	-11,549,327.05	-8,962,935.97
6. Materials expense		
a) Raw materials, supplies and purchased merchandise	-23,348,512.85	-24,202,095.96
b) Purchased services	-43,733,418.60	-39,274,727.11
	-67,081,931.45	-63,476,823.07
7. Personnel expenses		
a) Wages and salaries	-36,946,453.57	-34,419,635.67
b) Social security and pension benefits	-8,315,351.40	-7,598,041.45
	-45,261,804.97	-42,017,677.12
8. Amortisation of intangible assets and depreciation of tangible assets	-77,402,680.57	-76,995,507.27
9. Income from amortisation of special reserve for investment grants related to fixed assets	8,361,892.00	7,658,134.80
10. Other operating expenses	-41,555,882.11	-15,685,284.35
11. Other interest and similar income	5,518,419.22	3,848,956.47
12. Interest and similar expenses	0.00	-109,100.93
13. Earnings after tax/net loss for the year	-69,792,024.00	-65,284,446.81

European X-Ray Free-Electron Laser Facility GmbH, Hamburg,

Notes to the financial statements for the 2023 financial year

A. General information and accounting policies

The Company is registered in the Commercial Register of the District Court of Hamburg under the number HRB 111165. The Company is domiciled in Hamburg.

The Company has applied the accounting and measurement requirements of the HGB applicable to large corporations. The balance sheet and the income statement have been extended in accordance with section 265 (5) and (6) HGB based on the accounting requirements for large German research institutions in order to reflect the special features of a non-profit research institution financed by grants. In addition, certain items were broken down into several separate line items.

The income statement has been prepared in the total expenditure format. Presentation, classification, recognition, and measurement in the financial statements are unchanged from the prior year.

For **internally generated intangible assets** included in fixed assets, the Company had exercised the option provided by section 248 HGB in prior years. As the internally generated software was amortised on a straight-line basis over its useful life of five years, it was fully amortised in 2022.

Purchased intangible assets are measured at acquisition or production cost less accumulated amortisation. They are amortised on a straight-line basis over their useful life.

Tangible assets are recognised at their acquisition or production cost required to be capitalised and, to the extent they are subject to wear and tear, less straight-line depreciation. In addition, appropriate portions of general administration expenses are included in the cost of tangible assets.

Assets whose parts are physically separable, are interrelated in terms of their use and function and are regularly replaced are depreciated using what is known as the component approach over the useful life of each individual component.

All additions are depreciated on a straight-line basis. Moveable low-value fixed assets subject to wear and tear with an acquisition cost of EUR 250 to EUR 800 are recognized as low-value assets and written off in the year of acquisition.

Inventories are reported at acquisition cost.

Receivables and other assets are recognised at acquisition cost (generally nominal value). All individual risks identified are reflected in their measurement.

Special reserves pertain to grants received for fixed assets as well as to funds under the operation budget that can be carried forward to the following year. Investment grants related to fixed assets are comprised of grants from shareholders as well as third parties and funding received from user consortia. They are not deducted from the capitalised acquisition cost of the assets acquired but rather are presented as a special reserve for grants on the liabilities side of the balance sheet. The reserve is amortised each year in proportion to the depreciation on the fixed assets financed by the grants. As was the case in the prior year, a special reserve was set up during the year for funds received under the operation budget that can be carried forward to the following year; this reserve will be reversed as these funds are utilised the following year.

Other provisions reflect all known risks and uncertain obligations and are measured at the amount required to settle them, estimated based on careful commercial assessment.

Payables are accounted for at their settlement amounts.

Receivables and payables in foreign currency that are due within one year are translated at the mid-market spot exchange rate on the balance sheet date. As a result, these financial statements include unrealised foreign exchange gains and losses.

Prepaid expenses and deferred income relate to payments made and received during the year that represent expenses and income, respectively, of a certain period after the balance sheet date.

B. Notes on the balance sheet and income statement

I. Balance sheet

1. Fixed assets

The separate schedule of movements in fixed asset is an integral part of the notes to the financial statements.

2. Current assets

Receivables from shareholders (EUR 1,899 thousand; prior year: EUR 2,167 thousand) consist entirely of payments due from shareholders under the operation budget. A value adjustment write-down was made for receivables from a shareholder.

As in the prior year, all receivables and other assets are due within one year.

3. Capital reserve

In-kind contributions included in this balance are recognised at agreed-upon amounts based on 2005 price levels.

Monetary shareholder contributions are made based on agreed-upon cash contributions based on 2005 prices plus an indexing add-on calculated using the EUROSTAT Producer Price Index. Cash contributions are counted towards the relevant shareholder's required contributions based on the 2005 amount rather than the indexed amount.

The prior year's net loss for the year of EUR 65,284 thousand was offset by a withdrawal from the capital reserve in accordance with a Council resolution.

4. Provisions

Other provisions consist primarily of provisions for outstanding invoices (EUR 4,563 thousand) and EUR 3,468 thousand in personnel-related obligations.

5. Payables

Accounts payable to shareholders represent EUR 17,958 thousand (prior year: EUR 31,435) thousand in trade accounts payable and EUR 2,531 thousand (prior year: EUR 2,199 thousand) in other liabilities.

As in the prior year, all payables are due within one year.

Other liabilities include taxes payable of EUR 584 thousand (prior year: EUR 506 thousand) and social security contributions payable of EUR 248 thousand (prior year: EUR 219 thousand).

II. Income statement

1. Revenue

The Company's revenue is entirely earned in Germany and is related to the research facility and operation of the guest house.

2. Income from grants

Income from grants of EUR 155,157 thousand (prior year: EUR 123,882 thousand) consist of grants from shareholders and third parties to cover ongoing operation expenses.

3. Foreign exchange gains and losses

Other operating income includes foreign exchange gains of EUR 3 thousand (prior year: EUR 8 thousand). Other operating expenses include foreign exchange losses of EUR 12 thousand (prior year: EUR 6 thousand).

4. Pension expense

The line item "Social security and pension benefits" includes pension expense of EUR 2,061 thousand (prior year EUR 1,853 thousand).

5. Income from discounting provisions

Other interest and similar income includes EUR 3 thousand (prior year: EUR 4 thousand) in income from discounting provisions.

C. Other disclosures

1. Personnel

Excluding the Managing Directors, the Company had an average of 434 employees in 2024 (prior year: 420), including an average of 73 part-time staff (prior year: 81).

2. Income/expenses related to prior years

As in the prior year, the Company did not have any significant income/expenses relating to other periods.

3. Other financial obligations

As at the balance sheet date, the Company has EUR 25,843 thousand in commitments to acquire tangible assets, expected to be due in 2025. In addition, other financial obligations stemming from the operation of the accelerator in 2025 amount to EUR 65,824 thousand.

4. Governing bodies of the Company

The Managing Directors are:

Prof. Dr. Thomas Feurer, physicist, Hamburg

Dr. Nicole Elleuche, biologist, Hamburg

The Company has waived disclosure of the remuneration of the Managing Directors in accordance with section 286 (4) HGB.

5. Fees for auditors' services

The auditors' fees for 2024 totalled EUR 32 thousand.

6. Events after the reporting period

No significant events occurred after the reporting period that would require reporting on here.

D. Appropriation of earnings

The Managing Directors will propose to the Council that the full amount of the accumulated deficit be offset by a withdrawal from the capital reserve.

Hamburg, 26 February 2025

European X-Ray Free-Electron Laser Facility GmbH

Prof. Dr. Thomas Feuerer
Managing Director

Dr. Nicole Elleuche
Managing Director

European X-Ray Free-Electron Laser Facility GmbH, Hamburg

Movements in fixed assets (schedule of fixed assets) for the financial year 2024

	Cost				Depreciation and amortisation				Book values		
	1/1/2024	Additions	Disposal	Reposting	31/12/2024	1/1/2024	Additions	Disposal	31/12/2024	31/12/2024	31/12/2023
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets											
1. Internally generated industrial rights and similar rights and assets											
	6,199,110.90	0.00	0.00	0.00	6,199,110.90	6,199,110.90	0.00	0.00	6,199,110.90	0.00	0.00
2. Purchased industrial rights and similar rights and assets as well as licences for such rights and assets											
	5,520,894.77	41,095.36	0.00	0.00	5,561,990.13	2,494,179.50	930,425.61	0.00	3,424,605.11	2,137,385.02	3,026,715.27
3. Payments on account	267,629.68	198,811.70	453,941.38	0.00	12,500.00	0.00	0.00	0.00	0.00	12,500.00	267,629.68
	11,987,635.35	239,907.06	453,941.38	0.00	11,773,601.03	8,693,290.40	930,425.61	0.00	9,623,716.01	2,149,885.02	3,294,344.95
II. Tangible assets											
1. Buildings on third-party land	117,719,370.13	1,926,450.51	0.00	10,827,983.80	130,473,804.44	24,130,119.72	4,258,922.62	0.00	28,389,042.34	102,084,762.10	93,589,250.41
2. Technical equipment and machinery	1,149,939,109.09	3,933,670.32	0.00	9,359,177.01	1,163,231,956.42	390,381,825.60	70,869,700.42	0.00	461,251,526.02	701,980,430.40	759,557,283.49
3. Other equipment, furniture and fixtures	13,126,402.10	1,080,859.04	673,587.87	168,229.31	13,701,902.58	10,407,589.91	1,343,631.92	673,082.87	11,078,138.96	2,623,763.62	2,718,812.19
4. Payments on account and assets under constructions	33,153,397.44	16,352,353.22	255,925.34	-20,355,390.12	28,894,435.20	0.00	0.00	0.00	0.00	28,894,435.20	33,153,397.44
	1,313,938,278.76	23,293,333.09	929,513.21	0.00	1,336,302,098.64	424,919,535.23	76,472,254.96	673,082.87	500,718,707.32	835,583,391.32	889,018,743.53
Total	1,325,925,914.11	23,533,240.15	1,383,454.59	0.00	1,348,075,699.67	433,612,825.63	77,402,680.57	673,082.87	510,342,423.33	837,733,276.34	892,313,088.48

6. COPY OF AUDITOR'S REPORT AND CONCLUDING REMARK

Based on the result of our audit, we have issued the following unqualified auditor's report on the attached financial statements of **European X-Ray Free-Electron Laser Facility GmbH, Hamburg**, as at 31 December 2024 and the management report for the financial year from 1 January to 31 December 2024:

"Independent auditor's report

To European X-Ray Free-Electron Laser Facility GmbH, Hamburg

Audit opinions

We have audited the financial statements of European X-Ray Free-Electron Laser Facility GmbH, Hamburg, which comprise the balance sheet as at 31 January 2024 and the income statement for the financial year from 1 January 2024 to 31 January 2024 and notes to the financial statements, including a description of the recognition and measurement policies. In addition, we have audited the management report of European X-Ray Free-Electron Laser Facility GmbH, Hamburg, for the financial year from 1 January to 31 December 2024.

In our opinion, on the basis of the knowledge obtained in the audit

- the accompanying financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2024 and of its results of operations for the financial year from 1 January to 31 December 2024 in compliance with German legally required accounting principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development.

Pursuant to section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the financial statements and of the management report.

Basis for the audit opinions

We conducted our audit of the financial statements and of the management report in accordance with section 317 HGB and in compliance with German generally accepted standards for financial statement audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the financial statements and of the management report" section of our auditor's report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and

we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our auditor's opinion on the financial statements and on the management report.

Responsibilities of the Managing Directors and the Council for the financial statements and the management report

The Managing Directors are responsible for the preparation of the financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that give a true and fair view of the assets, liabilities, financial position and results of operations of the Company in compliance with German legally required accounting principles. In addition, the Managing Directors are responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the financial statements, the Managing Directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the Managing Directors are responsible for the preparation of the management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the Managing Directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The Council is responsible for overseeing the Company's financial reporting process for the preparation of the financial statements and of the management report.

Auditor's responsibilities for the audit of the financial statements and of the management report

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with section 317 HGB and in compliance with German generally accepted standards for financial statement audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and this management report.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- obtain an understanding of internal control relevant to the audit of the financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- evaluate the appropriateness of accounting policies used by the Managing Directors and the reasonableness of estimates made by the Managing Directors and related disclosures.
- conclude on the appropriateness of the Managing Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements present the underlying transactions and events in a manner that the financial statements give a true and fair view of the assets, liabilities, financial position and results of operations of the Company in compliance with German legally required accounting principles.

- evaluate the consistency of the management report with the financial statements, its conformity with German law, and the view of the Company's position it provides.
- perform audit procedures on the prospective information presented by the Managing Directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the Managing Directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Cologne, April 14th, 2025

Rödl & Partner GmbH
Wirtschaftsprüfungsgesellschaft

signed by: Grässle
Wirtschaftsprüfer
[German Public Auditor]

signed by: Hille
Wirtschaftsprüfer
[German Public Auditor]

(End of the independent auditor's report)"

We issue the above audit report in accordance with the German legal provisions taking into account the Generally Accepted Standards for the Preparation of Long-form Audit Reports (IDW AuS 450 rev. (10.2021)).

Any use of the above independent auditor's report for purposes other than those stated in this audit report requires our prior approval. In the case of publication or distribution of the financial statements and/or the management report in a version other than that certified by us, our new opinion should be first obtained if our auditor's report is quoted and reference is made to our audit; please refer to section 328 HGB.

Cologne, April 14th, 2025

Rödl & Partner GmbH
Wirtschaftsprüfungsgesellschaft

Grässle
Wirtschaftsprüfer
[German Public Auditor]

Hille
Wirtschaftsprüfer
[German Public Auditor]