

**Report by INFRAFRONTIER GmbH**  
**on Compliance with the Public Corporate Governance Code**  
**of the Federal Republic of Germany**  
**for the year 2022**

**A. Preamble**

Being a non-profit GmbH (company with limited liability) INFRAFRONTIER GmbH pursues the goal of establishing and operating a research infrastructure as well as promoting research, education and application in all fields concerning the phenotyping, archiving and distribution of mouse resources. The company meets the objectives set out in its articles of association (hereinafter referred to as “Articles of Association”) by, in particular, organising scientific events for the purpose of sharing experiences in the field of mouse phenotyping and archiving and by working together with other organisations, primarily public bodies, facilities and research institutes. The company has been founded in 2013 and the business activities in the reporting year 2022 have been manageable. The shareholders of INFRAFRONTIER GmbH are the Helmholtz Zentrum München Deutsches Forschungszentrum für Gesundheit und Umwelt (GmbH) [German Research Centre for Environmental Health], the Institute of Molecular Genetics of the ASCR, v. v. i., the Centre National de la Recherche Scientifique (CNRS), the University of Oulu and the Biomedical Sciences Research Centre Alexander Fleming and since December 2019 Karolinska Institutet.

It is the expectation that in the year 2023 the assets of INFRAFRONTIER GmbH will be transferred to INFRAFRONTIER ERIC, a European Research Infrastructure Consortium (ERIC) to be established in line with Regulation (EC) No 723/2009.

The Public Corporate Governance Code of the Federal Republic of Germany (hereinafter referred to as “PCGK”) contains essential provisions concerning the laws applicable to the management and supervision of companies of which the Federal Republic of Germany is a shareholder as well as internationally and nationally recognised standards of good and responsible corporate governance.

This report covering the year 2022 includes the following statements:

- The Managing Directors of INFRAFRONTIER GmbH (hereinafter referred to as “Management”) declare that the essential recommendations set out in the Code have been and continue to be met.
- Explanations concerning certain recommendations set out in the PCGK, which are (currently) not yet complied with (or shall, for certain reasons, not be complied with on a permanent basis).

## **B. PCGK report of INFRAFRONTIER GmbH**

### **I. Bodies**

As a company that is organised as a GmbH (company with limited liability), INFRAFRONTIER GmbH has two bodies: the Shareholders' Meeting (hereinafter referred to as "Council") and the Managing Directors/Board of Directors. In the PCGK, these are referred to as "Shareholders' Meeting" (Gesellschafterversammlung/Anteilseignerversammlung) and "Management" (Geschäftsleitung).

### **II. Supervisory body**

In several sections, the PCGK refers to a steering and control system that is ensured by a management and supervisory body.

INFRAFRONTIER GmbH has not set up a supervisory body (Überwachungsorgan). According to the applicable statutory rules and regulations or its Articles of Association it is not duty-bound to do so. It is the task of the "Scientific Advisory Board" (Wissenschaftlicher Beirat), required by the company's Articles of Association, to advise the Council and the Managing Directors on questions of science and normal business procedures of fundamental importance. It has however no supervisory role. Hence, the task of the supervisory body according to the content and objectives of the PCGK is assumed by the Council.

### **III. Management**

Pursuant to section 5.1.3 of the PCGK the management is responsible for adequate risk management and risk control.

So far, neither a supervisory system nor a body for the prevention of corruption has been established.

Pursuant to 6.3 of the PCGK the first term of office for members of the management should be limited to three years. Furthermore, an age limit should be set upon the reaching of which members of the management should retire.

The first term of office of both, Scientific Managing Director of INFRAFRONTIER GmbH and Administrative Managing Director was limited to three years. In view of INFRAFRONTIER GmbH being as the case may be only in existence for a limited time, it does not appear necessary to stipulate an age limit and/or a limit for despite the fact that such a modus operandi contradicts the statutory rules and regulations set out in the German General Equal Treatment Act (AGG).

### **IV. Sustainability and Equal Opportunities**

The research infrastructure that is established and operated by the INFRAFRONTIER GmbH contributes to seven of the UN sustainability goals, particularly in the areas of promoting health, education, and gender equality and reduced inequalities.

The management ensures an equal opportunities, tolerant and non-discriminatory culture in the company with equal development opportunities regardless of ethnic origin, gender, religion or world view, disability, age or sexual identity.

The management promotes a work culture that enables the reconciliation of social obligations, such as caring for children or people in need of help and care, and work. As far as possible, the management promotes reliable framework conditions such as mobile working, flexible working hours and childcare facilities.

A dedicated Gender Equality Plan that lists all related activities and targets was adopted on 14 December 2022.

In 2022 the INFRAFRONTIER GmbH the management of the INFRAFRONTIER GmbH comprised one male and one female Director as well as one female and one male Head of Unit.

## **V. Compliance**

The Compliance-Management-System of INFRAFRONTIER GmbH does not include a dedicated compliance unit and/or compliance officer. However, based on a service agreement, INFRAFRONTIER can get support from the Helmholtz Munich compliance unit for specific questions. Overall, INFRAFRONTIER's compliance system is adequate to the type of activities and size of INFRAFRONTIER. Regulation 5.5.4 second indent (service providers' compliance with collective wage agreement) has not been complied with so far, is however under revision.

## **VI. Publications**

Section 7.3 stipulates that the annual financial accounts of a company must be placed on the company website to ensure public access.

INFRAFRONTIER GmbH has complied with its duties concerning the disclosure of its annual financial accounts pursuant to section 325 et seq. of the German Code of Commercial Law (HGB) by making use of the less stringent rules that apply to small limited liability companies.

## **VII. Accounting and final audit**

Pursuant to section 8.2.5 of the PCGK it is to be agreed with the auditor that he shall report any facts that reveal an inaccuracy in the declaration concerning the PCGK made by the Managing Directors.

The auditor has not raised concerns with respect to compliance with the PCGK in the year 2022.