

REPORT OF THE SUPERVISORY BOARD

For Borussia Dortmund GmbH & Co. KGaA ("Borussia Dortmund", "BVB" or the "KGaA"), the 2022/2023 financial year brought a "return to normal" where the business was concerned, and on the pitch provided the most exciting title race the Bundesliga has seen for years. Despite being equally matched on points, it was goal difference that ultimately sealed BVB's fate and saw the title slip from its grasp. All the same, it is fair to say that the nail-biting end to the last Bundesliga match day and the emotional roller coaster for football fans everywhere was down to BVB alone.

Borussia Dortmund generated consolidated total operating proceeds (consolidated revenue plus gross transfer proceeds generated) of approximately EUR 515.4 million and consolidated revenue of approximately EUR 418.2 million in financial year 2022/2023. The figure for revenue excludes transfers and is the highest in BVB's history. Borussia Dortmund GmbH & Co. KGaA posted its first profit since the outbreak of the COVID-19 pandemic, with the consolidated net profit for the financial year ended amounting to approximately EUR 9.6 million. The return to profit is an expression of Borussia Dortmund's financial stability and strength – even in comparison with Europe's leading clubs – but it is not a foregone conclusion. There were by all means encouraging developments such as the relaxing of COVID restrictions, with spectators free to return to the stands with hardly any conditions attached. Nevertheless, global economic woes such as the war in Ukraine, the energy crisis and rising inflation as well as European interest rate policy prevented a more marked economic recovery.

Despite missing out on becoming Bundesliga champions, Borussia Dortmund again qualified directly for the group stage of the 2023/2024 UEFA Champions League, thereby meeting a key objective for the season. Borussia Dortmund chalked up 46 points in the second half of the season, one of the strongest performances in the club's history. This and the development of both young players and the club's top performers are clear evidence of head coach Edin Terzić's very successful work in his first full season at BVB. After many years of trying to find the right person for the job, Borussia Dortmund now has full confidence heading into the new 2023/2024 season.

COMPOSITION AND ACTIVITIES OF THE SUPERVISORY BOARD AND AUDIT COMMITTEE

The members of the Supervisory Board during the reporting period were: Mr Christian Kullmann (Chairman of the Supervisory Board), Mr Ulrich Leitermann (Deputy Chairman of the Supervisory Board), Ms Judith Dommermuth, Ms Silke Seidel, Mr Matthias Bäumer (appointed by the court from 8 March 2023), Mr Bernd Geske, Mr Bjørn Gulden (until 31 December 2022), Mr Bodo Löttgen, Dr Reinhold Lunow and Prof. Bernhard Pellens.

In the 2022/2023 financial year, the Supervisory Board closely monitored the status and development of the Company and the Group. It exercised all of the rights and duties incumbent upon it by virtue of the law and the Articles of Association.

The full Supervisory Board met four times during the 2022/2023 financial year (on 26 September 2022, 21 November 2022, 20 March 2023 and 6 June 2023). Of those meetings, two (on 26 September 2022 and 6 June 2023) were held in hybrid form (some members attended in person and some via video conference) and two (on 21 November 2022 and 20 March 2023) were held in person only.

Furthermore, written resolutions were circulated and adopted by the Supervisory Board on two occasions: firstly, on 15 September 2022 in the context of expanding the audit engagement to include the 2021/2022 remuneration report, and secondly, on 17 February 2023 in the context of an application to the court to appoint Mr Matthias Bäumer as a member of the Supervisory Board to replace Mr Bjørn Gulden, who had stepped down as at 31 December 2022.

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

During the reporting period, the Supervisory Board received regular, timely and comprehensive oral and written reports from the management within the meaning of § 90 of the German Stock Corporation Act (Aktiengesetz, "AktG"). The Supervisory Board reviewed the reports submitted to it for plausibility, and, where necessary, discussed them with the management. These reports focused on the development of the business, the Company's and the Group's liquidity, earnings and financial position, corporate planning (specifically, financial, investment and personnel planning), the risk position and risk management within the Company and the Group, the new developments to be expected in sustainability reporting, as well as strategic issues. In addition, management kept the Supervisory Board and the Audit Committee up-to-date on developments in a financial reporting enforcement procedure conducted by the Federal Financial Supervisory Authority (BaFin).

Moreover, the Supervisory Board received written reports in the intervals between its meetings. These reports and the subsequent discussion and verification thereof also dealt with the interim financial reports (i.e., the half-yearly financial report and quarterly financial reports). Moreover, the Chairman of the Supervisory Board was in regular contact with the management outside of meetings; he was kept regularly apprised of current developments in the business and major business transactions and advised on strategic and budgetary issues as well as the Company's business

development, risk position, risk management and compliance issues. The management fulfilled its duty to keep the Supervisory Board informed in a complete, continuous and timely manner.

The Supervisory Board advised and monitored the general partner and its managing directors on the management of the Company, including in matters relating to sustainability. The reports of the management and the Supervisory Board's enquiries and deliberations formed a basis for this function. The Supervisory Board considers the management of the Company to be in compliance with the law and in proper order, it deems the internal control system, risk management system and internal audit system to be effective, and attests to the Company's corporate organisation and economic viability. Reports and consultations concerned in particular athletic performance in the 2022/2023 season.

In the reporting period, the Supervisory Board also adopted resolutions on the rules of procedure for the Audit Committee, on commissioning an external assurance engagement on the Company's separate non-financial Group report for financial year 2022/2023 (§ 111 (2) sentence 4 in conjunction with § 278 (3) AktG), on commissioning external support for the evaluation of the Supervisory Board and the Audit Committee, and on engaging the auditor of the annual and consolidated financial statements to audit the 2022/2023 remuneration report.

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

In the reporting period, the members of the Audit Committee of the Supervisory Board were Prof. Bernhard Pellens as Chairman of the Committee, Mr Ulrich Leitermann as Deputy Chairman, and Ms Silke Seidel. The Audit Committee performed the tasks entrusted to it by law and pursuant to the Rules of Procedure for the Audit Committee. It held four in-person meetings in the reporting period of the 2022/2023 financial year (on 6 September 2022, 8 November 2022, 1 March 2023 and 30 May 2023). The agenda and focus of the meetings included the annual and consolidated financial statements as at 30 June 2022, the management reports for the Company and the Group for the 2021/2022 financial year, the dependent company report of the general partner for the 2021/2022 financial year and the separate non-financial Group report for the 2021/2022 financial year. The Audit Committee received a corresponding report from the representatives of the auditor on each of these matters. Other matters in this context included preparations for decisions of the Supervisory Board on the "September 2022 Declaration of Conformity", on the Supervisory Board's report to the Annual General Meeting for the 2021/2022 financial year, on the remuneration report for the 2021/2022

financial year, and on the Supervisory Board's proposal to the 2022 Annual General Meeting on the election of the auditor for the annual and consolidated financial statements for the 2022/2023 financial year. The latter included reviewing the quality of the statutory audit, the terms of engagement for the proposed statutory auditor, and the independence of the proposed statutory auditor in consideration of its statement of independence and any services provided or to be provided in addition to the statutory audit services. Talks were held with representatives of the statutory auditor to discuss risks to the statutory auditor's independence and the safeguards implemented and documented by the statutory auditor to mitigate those risks. Other agenda items for Committee meetings included the half-yearly and quarterly financial reports, receipt of the report from Deloitte GmbH Wirtschaftsprüfungsgesellschaft on the review of the 2022/2023 half-yearly financial report, adoption of the resolution on pre-approval of non-audit services provided by the statutory auditor in accordance with Article 5(4) of the EU Audit Regulation and § 319a (3) HGB for the 2022/2023 financial year, determination of the audit focal points for the audit of the annual and consolidated financial statements for the 2023/2024 financial year, risk management in the 2022/2023 financial year, reports on the risk and compliance management system, ICS and Internal Audit, ESG management, the 2023 risk inventory, on developments in sustainability reporting and on the result of the evaluation of audit quality by the Audit Committee, as well as discussions with the auditor on various topics, in particular the assessment of audit risk, the audit strategy and audit planning, and the results of the audit. The managing director of the general partner responsible for financial affairs, representatives of the auditor and managers from the Company's respective corporate divisions were on hand to present reports and answer questions on individual matters discussed at Committee meetings. The Chairman of the Committee maintained regular contact with the representatives of the auditor on the progress made in the audit and reported back to the Committee on this subject. He also reported on the work of the Audit Committee at each subsequent meeting of the Supervisory Board. In addition, the Supervisory Board received the respective recommendations for resolutions from the Committee within the scope of its assigned areas of responsibility.

2022/2023 ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS

The annual financial statements for Borussia Dortmund GmbH & Co. KGaA and the consolidated financial statements as at 30 June 2023 and the management report for the Company and the Group management report (each of which comprising the explanatory report on disclosures made pursuant to § 289a and § 315a HGB) were prepared and submitted in due time by the management of the general partner and were audited, along with the bookkeeping system by the auditor, Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf ("Deloitte"), in accordance with the statutory provisions, and were each issued an unqualified audit opinion. With respect to the risk early warning system, the auditor found that the management had taken the appropriate measures as required under § 91 (2) AktG, particularly with respect to establishing a monitoring system suited towards identifying risks early on which may jeopardise the Company as a going concern.

The annual and consolidated financial statements, the combined management report for the Company and the Group containing the risk report and the corresponding audit reports were submitted to all members of the Supervisory Board in due time. These and the remuneration report for the reporting period were deliberated in detail, discussed and reviewed in the presence of representatives of the auditor at a meeting of the Audit Committee on 12 September 2023 and by the Supervisory Board at its meeting on 25 September 2023. At that meeting, the auditors reported on and discussed the key findings of their audit, including those relating to the accounting-related internal control and risk management system. The auditor and the management responded to questions raised.

The Supervisory Board concurred with the auditors' findings and, subsequent to its own review work prepared by the Audit Committee of the Supervisory Board, did not raise any objections. After an appropriate review, this also included the remuneration report in accordance with § 162 in conjunction with § 278 (3) AktG for the reporting period. At its meeting on 25 September 2023, the Supervisory Board approved the annual financial statements of Borussia Dortmund GmbH & Co. KGaA as at 30 June 2023 as well as the consolidated financial statements as at 30 June 2023.

Moreover, the Supervisory Board – on the basis of the work of its Audit Committee – performed its own review of the report on relationships with affiliated companies (dependent company report) for the 2022/2023 financial year prepared by the general partner pursuant to § 312 AktG. The dependent company report was also audited by the auditor, who issued the following opinion:

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

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

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

The Borussia Dortmund Group is also required to prepare a separate report on the non-financial aspects of its activities for the 2022/2023 financial year. In line with the statutory options and as in the four preceding financial years, the general partner has chosen to prepare a separate non-financial Group report pursuant to § 315b (3) HGB that is not part of the Group management

report, and to make this permanently available on the Company's website. The Supervisory board engaged Deloitte to provide limited assurance over the separate non-financial Group report. Deloitte issued a limited assurance report based on this engagement. This means that, based on the work it performed and the evidence it obtained, nothing had come to Deloitte's attention that caused it to believe that the separate non-financial Group report for the period from 1 July 2022 to 30 June 2023 had not been prepared, in all material respects, in accordance with § 315b and § 315c, in conjunction with § 289c to §289e HGB. The separate non-financial Group report and the review report prepared by Deloitte were presented to the Supervisory Board and its Audit Committee. After discussing the topic at its meeting convened to approve the financial statements on 25 September 2023 and the meeting of the Audit Committee held in advance on 12 September 2023 to prepare for that discussion, the Supervisory Board concurred with the findings of Deloitte's limited assurance engagement and raised no objections to the separate non-financial Group report based on the findings of its own review.

The Supervisory Board proposes to the Annual General Meeting that the annual financial statements of Borussia Dortmund GmbH & Co. KGaA as at 30 June 2023 be adopted. In the annual financial statements (separate financial statements) prepared in accordance with German commercial law (HGB) as at 30 June 2023, the Company reported net retained profits of EUR 0.00. The entire net profit of EUR 9,100,272.85 reported for the financial year ended 30 June 2023 has been used to offset part of the EUR 161,517,367.70 in accumulated losses brought forward from the prior year. After appropriating the net profit for the year, the accumulated losses brought forward were further offset by transferring EUR 147,662,397.01 from the other revenue reserves and EUR 4,754,697.84 from the capital reserves. The other revenue reserves were fully depleted and EUR 207,648,620.89 remains in the capital reserves. The Supervisory Board approved these withdrawals from reserves to offset the loss. This earnings situation means that, for the reporting period, the general partner and the Supervisory Board are not able to make a proposal to the Annual General Meeting on the appropriation of net profit, or to recommend that it resolve to distribute a dividend. This nevertheless lays a foundation to enable a dividend to be distributed from any net profit generated in the 2023/2024 financial year.

Moreover, the Supervisory Board proposes that the Annual General Meeting ratify the actions of the general partner, Borussia Dortmund Geschäftsführungs-GmbH, for the 2022/2023 financial year.

CORPORATE GOVERNANCE

With the exception of one absence, all members of the Supervisory Board attended all Supervisory Board meetings and all members of the Audit Committee attended all Audit Committee meetings. After rounding, the attendance rate amounts to 97.92%. The attendance of individual members at meetings was as follows:

- Ms Judith Dommermuth, Ms Silke Seidel Mr Bernd Geske, Mr Christian Kullmann, Mr Ulrich Leitermann, Mr Bodo Löttgen, Dr Reinhold Lunow and Prof. Bernhard Pellens attended all four Supervisory Board meetings (attendance rate of 100% each).
- Ms Silke Seidel, Prof. Bernhard Pellens and Mr Ulrich Leitermann furthermore attended all four meetings of the Audit Committee (100% attendance rate).
- Mr Bjørn Gulden attended one of the two meetings held prior to his departure from the Supervisory Board on 31 December 2022 (50% attendance rate).
- Following his court-ordered appointment to the Supervisory Board on 8 March 2023, Mr Matthias Bäumer attended both of the subsequent Supervisory Board meetings (100% attendance rate).

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

The Supervisory Board also met regularly without the members of the general partner's management in the reporting period. With respect to the audit of the financial statements for financial year 2022/2023, the Audit Committee also consulted with the representatives of the auditor without the presence of members of the general partner's management.

The members of the Supervisory Board were and are provided with appropriate assistance upon taking up their positions and when participating in further or continuing education, which they are generally required to perform on their own responsibility. For instance, the Company offered a continuing education event for the Supervisory Board during the reporting period on the topic of sustainability-related reporting requirements. All members of the Supervisory Board were provided with a trade journal (including online content) for educational purposes.

Following preliminary consultations at the preceding meeting, on 26 June 2023 the Supervisory Board circulated and adopted the current Declaration of Conformity at the same time as the resolution on the Declaration of Conformity, which relates to the German Corporate Governance

Code in the version dated 28 April 2022 (published in the Federal Gazette (Bundesanzeiger) on 27 June 2022). The full Declaration of Conformity is permanently available online at <http://aktie.bvb.de/eng>, under "Corporate Governance". Additional information and explanations can be found in the corporate governance declaration, which is also permanently published on the Company's website.

PERSONNEL MATTERS

Mr Bjørn Gulden submitted his resignation from the Supervisory Board on 16 November 2022 with effect as at 31 December 2022. He had been a member of the Supervisory Board since 27 November 2014. The resignation is due to Mr Bjørn Gulden's departure from PUMA SE at the end of 2022. The Supervisory Board thanks Mr Gulden for his work and the expertise that he brought to bear at Borussia Dortmund. At the request of the general partner, which was approved by the Supervisory Board, the Local Court (Amtsgericht) of Dortmund appointed Mr Matthias Bäumer, General Manager BU Teamsport at PUMA SE, Herzogenaurach, to replace Mr Gulden as a member of the Company's Supervisory Board as at 8 March 2023 for a term of office to end at the next Annual General Meeting of the Company.

The Supervisory Board would like to express its gratitude to the management, the Works Council and all employees for their enduring commitment and hard work.

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

Dortmund, 25 September 2023

The Supervisory Board



Christian Kullmann
Chairman of the Supervisory Board