



**Rules of Procedure of the Administrative Board
of
029 Group SE**

029 Group SE ("**Company**", the Company together with its group companies hereinafter also referred to as "**Company**") has a monistic system with an Administrative Board ("**Administrative Board**") pursuant to Article 43 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) ("**SEAG**").

The Administrative Board can adopt its rules of procedure in accordance with § 9 para. 5 of the Articles of Association of the Company ("**Articles of Association**"). The Administrative Board shall unanimously adopt the following rules of procedure ("**Rules of Procedure**"):

§ 1

Responsibility, rights and duties, and composition

- (1) The Administrative Board shall manage the Company on its own responsibility, determine the basic principles of its business activities and supervise their implementation by the Managing Directors. It is bound to the interests of the Company and committed to increasing the sustainable value of the Company. Pursuant to § 3 para. 2 of these Rules of Procedure, the Administrative Board is entitled to issue instructions to the full Managing Directors or to individual Managing Directors in writing, by fax or by email.
- (2) The Administrative Board shall act in accordance with the applicable law, the Articles of Association and these Rules of Procedure, observing the diligence of a prudent and conscientious manager. It shall cooperate with other bodies of the Company in a collegial and trusting manner for the benefit of the Company.
- (3) The Administrative Board shall ensure that the statutory provisions and the internal company guidelines are observed and shall work towards their observance by the group companies (compliance). It shall ensure appropriate risk management and risk controlling within the Company so that developments jeopardising the continued existence of the Company are recognised at an early stage.

- (4) The members of the Administrative Board shall have equal rights and duties, unless otherwise provided by applicable law, the Articles of Association or these Rules of Procedure. The members of the Administrative Board must have the special knowledge, skills and professional experience necessary for the proper performance of their duties. At least one member of the Administrative Board must have expertise in the fields of accounting and another member must have expertise in the field of auditing.
- (5) The Administrative Board shall consist of three Members, who are elected by the general meeting of shareholders.
- (6) Each member of the Administrative Board shall report transactions for his own account involving shares or debt instruments of the Company or related derivatives (e.g. stock options) or other related financial instruments to both the Company and the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) without delay and no later than three business days after the date of the transaction. These reporting obligations also exist in the case of an aforementioned transaction by persons closely related to a member of the Administrative Board. Such persons are spouses or partners treated as equivalent to a spouse, dependent children and other relatives who have belonged to the same household as the member of the Administrative Board for at least one year at the time of the transaction subject to the notification requirement; furthermore, a legal entity, trust or partnership whose management duties are performed by a member of the Administrative Board or which falls under Art. 3 para. (1) no. 26 lit. d) of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014. The reporting obligation only applies to transactions that are carried out after a total volume of EUR 20,000.00 has been reached within a calendar year.

§ 2

Schedule of Responsibility

- (1) The Administrative Board shall adopt a schedule of responsibilities which shall define the areas of responsibility of each member of the Administrative Board.
- (2) The adoption, amendment and cancellation of the schedule of responsibilities require a unanimous resolution of the Administrative Board.

§ 3

Decisions of the Administrative Board

- (1) The Administrative Board as a whole shall decide on all matters in which law, the Articles of Association or these Rules of Procedure provide for a decision by the Administrative Board, in particular on:
 - a) The guidelines of the Company's activities: the strategy of the Company, essential questions of business policy as well as all other matters, in particular national or international business relations, which are of particular significance for the Company and/or its group companies;
 - b) The convening of the general meeting and resolution's proposal to be adopted by the general meeting;
 - c) Measures and legal transactions which, according to law or the Articles of Association, require the approval of the Administrative Board or the general meeting;
 - d) Measures in connection with the establishment and control of a monitoring system within the meaning of § 91 (2) of the German Stock Corporation Act (*Aktiengesetz* – "**AktG**");
 - e) Important personnel matters;
 - f) The annual and multi-year planning for the Company and its group companies and, in particular, the associated investment and financial planning;
 - g) Adoption, amendment and cancelation of the schedule of responsibilities for the Managing Directors;
 - h) Transactions of the Company with related parties within the meaning of §§ 111a, 111b para. 1, 3 AktG
 - i) All matters submitted to the Administrative Board for resolution by a member of the Administrative Board or in respect of which a member of the Administrative Board requests that a resolution be passed.
- (2) The Administrative Board may entrust its individual members with the implementation of resolutions and the execution of measures incumbent upon the Administrative Board as a whole.
- (3) The Administrative Board may form committees from among its members. As a rule, these committees shall have an uneven number of members.

§ 4

Chairman, Deputy Chairman

- (1) The Administrative Board shall have a Chairman and a Deputy Chairman.
- (2) The Deputy Chairman shall replace the Chairman in all cases in which he is prevented from acting, unless otherwise provided for in the Articles of Association or these Rules of Procedure. In such cases, Deputy Chairman shall have the same rights as the Chairman, unless otherwise provided for in the Articles of Association or these Rules of Procedure.
- (3) In all other respects, the provisions of the Articles of Association concerning the Chairman and the Deputy Chairman, including their rights and duties, shall apply.

§ 5

Meetings and resolutions

- (1) Meetings of the Administrative Board shall be held at least every three months. They must also be held if the welfare of the Company so requires or if a member of the Administrative Board requests that a meeting be convened.
- (2) The meetings of the Administrative Board shall be convened by the Chairman or, if he is prevented, by the Deputy Chairman, with a notice period of two weeks in text form (§ 126b of the German Civil Code – “*Bürgerliches Gesetzbuch*”). The day of the convocation and the day of the meeting shall not be included in the calculation of the period of notice. In urgent cases, the Chairman may shorten the notice period appropriately. A period of four days shall always be considered reasonable in case of shortening. The items on the agenda shall be communicated with the invitation. Motions for resolutions shall be sent in good time and in such a form that a written vote is possible. § 8 para. 1 and para. 2. SEAG shall remain unaffected.
- (3) The Chairman of the Administrative Board or, if he is prevented, the Deputy Chairman, may adjourn a convened meeting before it is opened.
- (4) Amendments or additions to the agenda made after the deadline for convening the meeting shall be admissible if no member of the Administrative Board objects. The objection shall be made without delay.
- (5) The Chairman of the Administrative Board shall chair the meeting. He shall determine the order in which the agenda items are dealt with and the manner and order of voting.

Resolutions may only be passed on the agenda items which have not been communicated with the convocation if no member objects or if there is a particular urgency. In the case of additions to or amendments of the agenda, absent members shall be given the opportunity to subsequently object to the adoption of the resolution within a reasonable period of time determined by the Chairman. In this case the resolution shall only become effective if no absent member has objected within the determined period of time.

- (6) At his due discretion, the Chairman of the Administrative Board may postpone the discussion and adoption of resolutions on individual agenda.
- (7) By order of the Chairman of the Administrative Board, resolutions may also be passed outside of meetings in writing, by fax, by e-mail, orally or by telephone or by a combined passing of a resolution, if this is necessary, for example, due to the urgency of a resolution, and all members of the Administrative Board have been requested to vote or if no member of the Administrative Board objects to this procedure of passing a resolution.
- (8) The Administrative Board shall constitute a quorum if at least half of its members are present or represented. Resolutions shall be adopted by a majority of the members present or represented. A member of the Administrative Board participates in the adoption of resolutions even if he abstains from voting. In the event of a tie, the Chairman shall have the casting vote or, if the Chairman does not participate in the adoption of resolutions, the Deputy Chairman shall have the casting vote. Absent members of the Administrative Board may participate in the adoption of resolutions by the Administrative Board by submitting written votes through other members of the Administrative Board. Such a written vote may also be handed over by persons who are not members of the Administrative Board if they are entitled to participate in the meeting pursuant to § 36 para. 3 SEAG.
- (9) Resolutions of the Administrative Board shall be taken by simple majority of the votes cast, unless another majority is required by law. If a Managing Director who is also a member of the Administrative Board is prevented for legal reasons from participating in the adoption of resolutions in the Administrative Board, the Chairman of the Administrative Board (or, in the event of his non-participation, Deputy Chairman) shall have an additional vote in this respect.
- (10) The Administrative Board may also call in experts and supervisors to its meetings to discuss individual matters. The Administrative Board shall decide by a majority of its votes whether such persons are to be involved.
- (11) Minutes of meetings of the Administration Board shall be signed by the Chairman. The minutes shall state the place and date of the meeting, the participants, the agenda items, the main content of the discussions and the resolutions of the Administration

Board. Each member of the Administration Board shall receive a copy of the minutes of the meeting signed by the Chairman or, if he is prevented from attending, by Deputy Chairman. This shall apply mutatis mutandis to resolutions of the Administrative Board adopted outside meetings, with the proviso that the minutes shall also indicate the manner in which the resolutions were adopted.

- (12) All instructions to the Managing Directors as a whole or to individual Managing Directors shall require a resolution of the Administrative Board.
- (13) Insofar as an agenda item of a meeting of the Administrative Board requires a resolution, the notice of meeting shall contain an explanation with a proposed resolution. Each member of the Administrative Board has the right to nominate items for the agenda.
- (14) The Chairman shall be responsible for the invitation to meetings of the Administrative Board, including the distribution of all necessary documents relating to the agenda in good time before the meeting, and for the conduct thereof, if necessary by giving instructions to the Managing Directors, as well as for supervising the execution of the resolutions and instructions by the Managing Directors.
- (15) In all other respects, §§ 8 and 9 of the Article of Association shall apply.

§ 6

Cooperation with the Managing Directors

- (1) The Chairman shall regularly consult with the Managing Directors, in particular with the Chief Executive Officer (Chairman of the Managing Directors), on the implementation of the Company's strategy, business development and risk management.
- (2) The Chairman shall be informed by the Managing Directors regularly, promptly and comprehensively about all issues of relevance to the Company's planning, business development, the risk situation, risk management and compliance, in particular about deviations in the course of business from the established plans and objectives, stating the reasons. The obligation to inform the Chairman about extraordinary events of particular importance within the Company is incumbent on the Chief Executive Officer.
- (3) If the Chairman is also a Managing Director, the Deputy Chairman shall take the position of the Chairman for the purposes of cooperation under para. 1 and information under para 2 above. If the Deputy Chairman is also a Managing Director, the Administrative Board shall appoint a member who is not a Managing Director to replace the Chairman for the purposes of cooperation under para. 1 and information under para. 2 above.

- (4) The Managing Directors are obliged to attend the meetings of the Administrative Board at the request of the Chairman.

§ 7

Attendance at meetings by experts and the auditor

- (1) The Administrative Board shall be entitled to admit to meetings Managing Directors, experts and other respondents who can provide relevant information.
- (2) The auditor shall attend the meeting of the Administrative Board at which the Administrative Board examines the annual financial statements, the consolidated financial statements, the management report and the group management report, and shall report on the main findings of its audit.

§ 8

Representation

- (1) The Administrative Board and its committees shall be represented by the Chairman within the powers conferred by law and the Articles of Association vis-à-vis the Company, its Managing Directors and the public. The Chairman may delegate this task to another Administrative Board member for specific areas or in individual cases.
- (2) The Chairman is further authorised to accept declarations of intent in the name of and on behalf of the Administrative Board and its committees.
- (3) If the Chairman is prevented from exercising a power within the meaning of para. 1 or para. 2 for legal or factual reasons, that power shall be vested in the Deputy Chairman.

§ 9

Confidentiality and conflicts of interest

- (1) The members of the Administrative Board shall treat all information, documents and reports received as confidential and shall maintain secrecy about all deliberations in which they have participated. The obligation to maintain confidentiality shall survive termination of office as a member of the Administrative Board. The members of the Administrative Board shall ensure that employees whom they have engaged to perform their duties and obligations observe the duty of confidentiality in the same manner.
- (2) The members of the Administrative Board are exclusively obliged to serve the interests of the Company. In making their decisions, the members of the Administrative Board may not pursue personal interests or take advantage of business opportunities to which the Company is entitled for themselves or for third parties.

- (3) Members of the Administrative Board may not demand or accept benefits or other advantages from third parties in connection with their activities, neither for themselves nor for other persons, or grant unjustified advantages to third parties.
- (4) Each member of the Administrative Board must disclose conflicts of interest to the Chairman without delay. All transactions between the Company and the members of the Administrative Board, their related parties or enterprises must satisfy the third party comparison.

§ 10 **Efficiency audit**

The Administrative Board shall regularly, at least every two years, review the efficiency of its work and decide on an adjustment of these Rules of Procedure to the extent deemed necessary.

§ 11 **Entry into force**

These Rules of Procedure shall enter into force with immediate effect and shall remain effective in this form until amended or repealed by the Administrative Board. All previous rules of procedure are hereby repealed.

20.04.2023