

**Rules of Procedure**  
**for the Supervisory Board of**  
**Eckert & Ziegler SE**

The Executive Board of Eckert & Ziegler SE (the "Company") adopted its rules of procedure as follows at its meeting on **23 January 2024**:

1. General Information

- a) The Supervisory Board conducts business in accordance with statutory regulations, the articles of association, these rules of procedure and the German Corporate Governance Code.
- b) In the performance of its duties, the Supervisory Board shall cooperate with the other executive bodies of the company (together with its subsidiaries in accordance with §§ 15 ff. AktG, the "Company") in a spirit of trust in order to serve the best interests of the Company. The members of the Supervisory Board are independent of orders and instructions. They have the same rights and duties.

2. Chairman and Deputy Chairman

- a) Immediately following its election by the annual shareholders' meeting, the Supervisory Board elects a chairman and deputy chairman from among its members at a meeting that does not require a separate invitation. The election shall be for the term of office of the person elected to the Supervisory Board or a shorter period to be determined by the Supervisory Board at the time of the election. If the Chairman and Deputy Chairman are no longer in office at the time of election, the oldest member of the Supervisory Board in terms of age shall chair the meeting. The deputy has the rights and duties of the chairman if the latter is prevented from attending. If the chairman or his deputy retires prematurely from the Supervisory Board, the Supervisory Board must immediately hold a new election for the remaining term of office of the retiring member
- b) The Chairman coordinates the work of the Supervisory Board, chairs its meetings and represents the interests of the Supervisory Board externally.

3. Meetings

- a) As a rule, the Supervisory Board should meet once every calendar quarter, but must in any case hold two meetings per calendar half-year. The meeting in the first calendar quarter serves in particular to review and approve the annual financial statements and the consolidated financial statements (balance sheet meeting), the meeting in the last calendar quarter serves in particular to discuss corporate planning and strategy. In addition, the Supervisory Board must be

convened immediately if one of its members or the Board of Management so requests, stating the purpose and reasons

- b) Supervisory Board meetings are held regularly with simultaneous physical presence of all participants at one meeting venue. If all or some of the participants are not present at the meeting place, a virtual meeting may exceptionally be held if it is possible to participate in the meeting from any location by means of a two-way audio and optical connection in real time. Each participant must be able to speak and vote.

If some, but not more than half, of the participants do not have the technical means for an acoustic and optical connection in the above sense or cannot or do not wish to use these means, it is sufficient if the participants concerned are only connected to the meeting by telephone.

The admissibility of a Supervisory Board meeting with a purely telephone connection of all participants as well as the admissibility of passing resolutions by circulation shall remain unaffected.

The same rules apply to the convening and conduct of a virtual or telephone meeting as to a meeting in person. The decision as to the form in which the meeting is to be held and, if necessary, which connection technology is to be used is the responsibility of the chairman. Both the interests of the company and the interests of the participants shall be duly taken into account.

- c) The meetings of the Supervisory Board shall be convened by the chairman in writing with a notice period of fourteen days, whereby telecommunication shall suffice. When calculating the period of notice, the day on which the invitation is sent and the day of the meeting shall not be counted. In urgent cases, the chairman may reduce this period of notice appropriately and convene meetings in writing, in text form, orally or by telephone. In such cases, however, at least four days must elapse between the date of dispatch of the invitation and the date of the meeting.
- d) The notice convening the meeting must include the items on the agenda and any proposed resolutions. Items or motions that are not on the agenda or have not been duly notified to the members of the Supervisory Board are only permitted to be resolved if no member of the Supervisory Board present at the meeting objects and absent members of the Supervisory Board are given the opportunity to cast their votes in writing within a period to be set by the Chairman. The written form shall be deemed to be satisfied if the following information is transmitted by telecommunications.
- e) Items that members of the Supervisory Board have notified the chairman of the Supervisory Board in writing or in text form immediately after the meeting has been convened must be placed on the agenda.
- f) The duration of the meeting shall be such as to allow for an adequate debate on the items on the agenda.

#### 4. Resolution

- a) The Supervisory Board has a quorum if two thirds of the members of which it must consist in total participate in the resolution.
- b) The Chairman shall chair the meeting and determine the order in which the items on the agenda are discussed and the manner and sequence of voting.
- c) If members of the Supervisory Board are prevented from attending meetings, they may have another member of the Supervisory Board submit a written vote. Presentation of the written vote shall be deemed to constitute participation in the adoption of the resolution.
- d) Outside of meetings, resolutions may be passed in writing, by text, orally or by telephone, if the Chairman instructs such a procedure and no member of the Supervisory Board objects to this procedure within a period to be determined by the Chairman.
- e) Resolutions of the Supervisory Board require a majority of the votes cast, unless otherwise provided by law.
- f) A record of the negotiations and resolutions of the Supervisory Board shall be drawn up and signed by the Chairman. Matters that are not dealt with at a meeting shall be scheduled and followed up in subsequent meetings until they have been dealt with. The minutes shall specify the place and date of the meeting, the participants, the items on the agenda, the main content of the discussions and the resolutions. The chairman shall send a copy of the minutes to all members of the Supervisory Board without delay.
- g) The Chairman is authorised, on behalf of the Supervisory Board, to make the declarations required to implement the resolutions and to receive declarations to the Supervisory Board.

#### 5. Committees

The Supervisory Board may form committees.

- a) Committee members are elected for the longest period of time permitted under § 102 AktG. Re-election is permissible.
- b) The provisions made for the Supervisory Board in the articles of association, these rules of procedure and the German Corporate Governance Code apply accordingly to the internal organisation of the committees, unless otherwise specified below. The Chairman of the Supervisory Board shall be replaced by the Chairman of the committee.
- c) The respective chairman of the committee must report regularly to the Supervisory Board on the work of the respective committee.

6. Participation in meetings of the Supervisory Board

- a) Consultants, experts and other persons providing information may be called in to the meetings of the Supervisory Board to discuss individual items, subject to the adoption of a resolution to this effect.
- b) The management board shall participate in all Supervisory Board meetings to which it has been invited. The Supervisory Board meets regularly even without the Managing Board.

7. Conflicts of interest

Each member of the Supervisory Board is committed to the interests of the company. They may neither pursue personal interests in their decisions nor use business opportunities to which the company is entitled for themselves..

Each member of the Supervisory Board discloses conflicts of interest to the Chairman without delay; the Chairman discloses conflicts of interest affecting him to the Deputy Chairman. In its report to the Annual General Meeting, the Supervisory Board provides information on any conflicts of interest that have occurred and how they were handled. Material conflicts of interest, and not only temporary ones, in the person of a member of the Supervisory Board shall result in the termination of the mandate.

8. Secrecy obligation of the Supervisory Board members

The members of the Supervisory Board must treat all information, documents and reports received as confidential and maintain secrecy about all deliberations in which they participated. This obligation shall continue to apply after termination of their office. Each member of the Supervisory Board shall ensure that persons called in by him/her to perform his/her duties and obligations comply with the obligation of confidentiality in the same manner.

Berlin, 23 January 2024

Eckert & Ziegler SE  
Dr. Andreas Eckert  
Chairman of the Supervisory Board