



RULES OF PROCEDURE

FOR THE SUPERVISORY BOARD

of Covestro AG

Version dated December 16, 2022



Rules of Procedure for the Supervisory Board of Covestro AG

The Supervisory Board of Covestro AG hereby adopts the following Rules of Procedure in accordance with § 11 Paragraph 1 of the Articles of Incorporation:

§ 1 – Duties of the Supervisory Board

- (1) The Supervisory Board shall advise and monitor the Board of Management on running the company and the conduct of the business. It shall cooperate closely with the Board of Management for the benefit of the company.
- (2) The Supervisory Board shall conduct its tasks in accordance with the statutory provisions, the Articles of Incorporation, these Rules of Procedure and the recommendations of the German Corporate Governance Code as set forth in the declaration of compliance with the Code.
- (3) In conjunction with the Board of Management, the Supervisory Board shall carry out long-term succession planning for members of the Board of Management. When determining the composition of the Board of Management, the Supervisory Board shall take diversity into consideration, in particular regarding the representation of women. The Supervisory Board ensures that the statutory mandatory minimum gender participation is complied with or sets targets for the proportion of women on the Board of Management within the scope of legal requirements. The initial appointment of members of the Board of Management shall be for a maximum of three years. Members of the Board of Management should not be appointed for a term of office extending beyond their 63rd birthday. Members of the Board of Management aged over 60 shall generally be appointed for no longer than one year at a time. In justified cases, the Supervisory Board may deviate from this rule. A member of the Board of Management shall not be reappointed earlier than one year before the end of such member's period of office and the current appointment simultaneously terminated, except in special circumstances.
- (4) The Supervisory Board shall conduct regular reviews of its efficiency and effectiveness and that of its committees.

§ 2 – Membership in the Supervisory Board, Composition of the Supervisory Board

- (1) Each member of the Supervisory Board and of a Supervisory Board committee must have the knowledge, skills and professional experience required to duly perform the member's duties and must be sufficiently independent. The members of the Supervisory Board in their entirety must be familiar with the sector in which the company is doing business.
- (2) The members of the Supervisory Board shall undertake the necessary training required for their tasks on their own responsibility. The company shall support them in this endeavor as appropriate. Supervisory Board members shall generally not continue to serve after the end of the next Stockholders' Meeting following their 72nd birthday, until the end of the Stockholders' Meeting following their 74th birthday at the latest.

- (3) Each member of the Supervisory Board shall ensure sufficient time to carry out the mandate, in particular for working in Committees. Those who are members of the management board of a listed company should not hold more than two supervisory board mandates in non-group listed companies or similar functions and should not chair a supervisory board of a non-group listed company. A Supervisory Board member who is not a member of a management board of a listed company should not hold more than five supervisory board mandates in total for non-group listed companies or perform similar functions, whereby a chair mandate of a supervisory board counts twice. The report of the Supervisory Board shall state the number of meetings of the Supervisory Board and the Committees held in person or as video or telephone conferences and how many meetings of the Supervisory Board and the committees each member attended in each case.
- (4) The Supervisory Board identifies concrete objectives for its composition and develops a competence profile for the overall body. For its composition, it shall take due account, within the context of the company-specific situation, of the international activities of the company and of the companies associated with it, of potential conflicts of interest, the ownership structure, an appropriate number of independent Supervisory Board members, the age limit referred to in § 2(2), a regulatory limit for the duration of membership in the Supervisory Board and diversity across the Supervisory Board members. The Supervisory Board consists of at least 30 percent women and at least 30 percent men. The competence profile shall also comprise expertise regarding sustainability issues relevant to the company. The objectives of the Supervisory Board and the state of implementation, in the form of a qualification matrix, will be disclosed in the Corporate Governance Statement. This shall also inform on what the Supervisory Board considers to be an appropriate number of independent members of the shareholders and the names of those members. The Supervisory Board may not include more than two former members of the Board of Management of the company. Members of the Supervisory Board shall not exercise any executive or advisory functions at major competitors of the company or of a group entity or be exposed to any other material conflicts of interest.
- (5) The Supervisory Board shall take the targets defined in Paragraph 4 into account when proposing candidates for the Supervisory Board for election at the Stockholders' Meeting and shall simultaneously seek for the fulfillment of the competency profile for the Supervisory Board in the aggregate. Further, before submitting proposals to the Stockholders' Meeting for the election of new members of the Supervisory Board, the Supervisory Board shall make certain that candidates will be able to devote sufficient time to the performance of their duties. The candidate proposal shall be accompanied by a resume providing information on relevant knowledge, skills and experience; this shall be supplemented by an overview of significant activities in addition to the Supervisory Board mandate and shall be published on the company's website for all Supervisory Board members, updated annually.

§ 3 – Rights and Obligations of the Members of the Supervisory Board

- (1) The members of the Supervisory Board shall all have equal rights and obligations. They shall not be bound by orders or instructions.
- (2) The members of the Supervisory Board shall not disclose confidential company information, or trade or business secrets, that become known to them through their service



on the Supervisory Board; this obligation shall remain in effect after the end of their term of office. The same shall apply to reports, consultations, resolutions adopted and the course of discussions at Supervisory Board or Committee meetings as well as to statements by Supervisory Board members or other meeting participants that, by virtue of their content and form, were clearly made in connection with Supervisory Board business. If a member of the Supervisory Board wishes to furnish information to third parties and if it cannot be ruled out that such information may be confidential or relate to company secrets, such member must inform the Chair of the Supervisory Board in advance and give the Chair an opportunity to respond. Each Supervisory Board member shall ensure that persons in the member's employment comply with this confidentiality obligation in the same manner. At the end of the term of office, all confidential documents must be returned to the Chair of the Supervisory Board and/or confirm in writing to the Chair of the Supervisory Board that electronically stored confidential information has been properly deleted. In consultation with the Chair, such documents may also be passed on to a Supervisory Board member's successor. Former members of the Supervisory Board shall be granted access to returned documents to the extent necessary for their legal defense in connection with their former Supervisory Board activities.

- (3) Each member of the Supervisory Board is committed to the interest of the company. In making decisions, the member may not pursue any personal interest or take advantage of any business opportunities which the company or its affiliates have. Each member of the Supervisory Board shall immediately disclose to the Chair of the Supervisory Board any conflict of interest, in particular any conflict of interest that may arise as a result of a consultancy or executive function with customers, suppliers, lenders or other third parties. The Chair of the Supervisory Board will disclose own conflicts of interest to the Presidial Committee. In the event of material and not merely temporary conflicts of interest, the Supervisory Board member shall resign from office. In its report to the Stockholders' Meeting, the Supervisory Board shall provide information on any conflicts of interest that have arisen and how they have been dealt with.
- (4) Each Supervisory Board member shall, in accordance with applicable law, immediately notify the company and the competent authorities in writing of the purchase or sale of shares of the company or of other securities that grant their holders a right to exchange them for shares of the company, of any other right to purchase or sell shares of the company or of a right whose price is determined directly by the market price of the shares of the company (derivative).

§ 4 – Chair and Vice Chair

- (1) The Supervisory Board elects a Supervisory Board Chair and a Vice Chair from among its members. The election shall be made in accordance with the provisions of the Codetermination Act.
- (2) The Chair of the Supervisory Board shall be independent of the company and of the Board of Management.
- (3) The Chair of the Supervisory Board and the Vice Chair, unless a shorter term of office is determined at the election, shall be elected as Chair and Vice Chair for the duration of their membership in the Supervisory Board. The election takes place following the Stockholders'



Meeting at which the Supervisory Board members to be elected by the Stockholders' Meeting have been appointed, at a meeting which takes place without any special notice. The election shall be chaired by the oldest member of the Supervisory Board. The members of the Committees shall also be elected at this meeting.

- (4) If the Chair or the Vice Chair retires before the end of the term of office, the Supervisory Board shall elect a successor at its next meeting. If the Chair retires before the end of term of office, the meeting of the Supervisory Board shall be convened by the Vice Chair.
- (5) The Vice Chair shall have the rights and obligations of the Chair only if the Chair is prevented from doing so and if the law or the Articles of Incorporation expressly confer these rights and obligations on the Vice Chair.
- (6) Declarations by the Supervisory Board and its Committees shall be made by the Chair on behalf of the Supervisory Board. The Chair conducts the correspondence for the Supervisory Board.
- (7) The Chair of the Supervisory Board coordinates the work of the Supervisory Board.

§ 5 – Meetings

- (1) The Supervisory Board shall hold two regular meetings per calendar half-year. Additional meetings shall be held as required.
- (2) The Chair of the Supervisory Board shall convene and chair the meetings of the Supervisory Board. A meeting of the Supervisory Board shall also be convened if a Supervisory Board member or the Board of Management so requests and states the purpose and reasons therefor. Such a meeting must be held within two weeks of being convened. If the request is not granted, the requesting Supervisory Board member or the Board of Management may convene the Supervisory Board meeting, indicating the matters to be discussed and providing an agenda.
- (3) Supervisory Board meetings shall be convened at least two weeks prior to the date of the meeting in writing, by fax, via electronic media or by a combination thereof. In urgent cases, this period may be reduced, and a meeting may also be convened orally or by telephone. The notice of the meeting must state the time and place of the meeting and the individual agenda items. Resolutions to be adopted concerning agenda items shall be notified to members far enough in advance of the meeting to allow absent members of the Supervisory Board to cast their votes in writing. If an item on which a resolution is to be taken by the Supervisory Board has not been properly announced in the agenda, a resolution may only be adopted on this item if no Supervisory Board member present objects to taking a decision on the resolution. In such a case, absent Supervisory Board members shall be given the opportunity to object to the resolution or to cast their vote in writing within a reasonable period to be determined by the Chair. The resolution shall only become effective if none of the absent Supervisory Board members has objected within the time limit or if all absent Supervisory Board members have approved the adoption of the resolution by casting their votes in writing or by other means.
- (4) The Chair may, at the Chair's discretion, cancel or postpone a convened meeting. The Chair appoints the keeper of the minutes and decides whether to call in experts and persons providing



information to discuss individual items on the agenda. The members of the Board of Management may attend the meetings of the Supervisory Board unless otherwise determined by the Chair of the Supervisory Board for a particular reason. The Supervisory Board shall also meet regularly without the Board of Management. If the auditor is called in as an expert, the Board of Management shall not participate in this meeting unless the Supervisory Board deems its participation necessary.

- (5) If necessary, the Supervisory Board members representing the shareholders and employees may each prepare the Supervisory Board meetings separately, if necessary, including with members of the Board of Management.

§ 6 – Resolutions

- (1) Resolutions of the Supervisory Board are generally adopted in meetings. Meetings and participation in meetings shall also be deemed to include meetings held by telephone or video conference or participation by these means. Absent Supervisory Board members may participate in the adoption of resolutions by submitting written votes through other Supervisory Board members. A vote submitted by fax, e-mail or by any other customary means of communication shall also be considered as a written vote. A member who is absent may cast a subsequent vote only if the Chair or, in the event of a hindrance, the Vice Chair permits it for all absent members of the Supervisory Board within a period to be determined by the Chair or, in the event of a hindrance, the Vice Chair before the vote in the meeting; the other members of the Supervisory Board are not entitled to object to this.
- (2) The Chair shall determine the order in which the items on the agenda are discussed and the manner and the order in which votes are cast. The Chair may postpone the discussion of, and voting on, individual agenda items according to own best judgment.
- (3) At the instigation of the Chair, the Supervisory Board may also pass resolutions outside of a meeting by voting orally, by telephone, in writing, by fax or by using another common means of communication.
- (4) The Supervisory Board shall be deemed to have a quorum if at least half of the total number of members of which it is required to consist as a whole participate in voting and this comprises at least three members. A member also participates in the voting on a resolution if the respective member abstains from voting. Resolutions of the Supervisory Board shall be adopted by a majority of the votes cast, except where otherwise provided by law. In the event of a tie, a second vote shall be held on the same matter, and if this vote also results in a tie, the Chair shall have the casting vote. Such casting vote may also be cast in writing in accordance with Paragraph 1 Sentences 2 to 4. The Vice Chair shall not be entitled to exercise the casting vote.
- (5) If an equal number of Supervisory Board members representing the shareholders and Supervisory Board members representing the employees do not participate in a resolution, a revote shall be taken at the request of two members of the Supervisory Board. Such a revote shall be taken at the next regular meeting unless a special meeting of the Supervisory Board is convened. Thereafter, no further revotes shall be permitted to take place at the request of only a minority of the members.
- (6) The Chair shall prepare and execute the resolutions of the Supervisory Board.

§ 7 – Minutes of Meetings and Resolutions

- (1) Minutes of the discussions and resolutions of the Supervisory Board shall be recorded and filed. They must be signed by the Chair. The minutes shall indicate the place and date of the meeting, the participants, the agenda items, the substantive content of the discussions, and the resolutions adopted by the Supervisory Board. A copy of the minutes shall be forwarded to every member of the Supervisory Board without delay.
- (2) Resolutions adopted outside of meetings shall be recorded in the minutes by the Chair of the Supervisory Board. A copy of the minutes shall be forwarded to every member of the Supervisory Board without delay. In addition, such resolutions shall also be included in the minutes of the next meeting.
- (3) The minutes pursuant to Paragraph 1 or Paragraph 2 shall be deemed approved if no member of the Supervisory Board who participated in the resolution has objected to them in writing to the Chair within one month of their dispatch.
- (4) Resolutions adopted by the Supervisory Board can be recorded verbatim at the meeting and be signed immediately by the Chair. If resolutions are recorded in this form at a meeting, an objection is only possible at that meeting.

§ 8 – General Provisions Regarding Committees

- (1) The Supervisory Board shall form a Presidial Committee (§ 9), a Human Resources Committee (§ 10), an Audit Committee (§ 11), a Nominations Committee (§ 12) and a Sustainability Committee (§ 13) from among its members. Additional Committees shall be formed as required. The Supervisory Board may refer certain matters to one or more Committees, in particular to discuss the strategy of the company and the Group, the compensation of members of the Board of Management, investments and financing. The Supervisory Board may decide that Committees prepare the meetings of the full Supervisory Board and, to the extent legally permissible, make decisions on behalf of the Supervisory Board.
- (2) Each Committee shall elect a chair from among its members unless the Supervisory Board appoints a Committee member as chair or unless these Rules of Procedure provide otherwise.
- (3) The chairs of the Committees shall report regularly to the full Supervisory Board on the work of the Committees.
- (4) § 5, § 6 and § 7 apply analogously to the internal organization of the Committees, unless otherwise provided in § 9 to § 13.

§ 9 – Presidial Committee

- (1) Immediately following the election of the Chair and Vice Chair, the Supervisory Board shall form a Committee consisting of the Chair and the Vice Chair, along with one representative each elected by the shareholder representatives and the employee representatives, each with a majority of the votes cast, to perform the duties set out in Section 31 Paragraph 3 Sentence 1 of the German Codetermination Act (Mitbestimmungsgesetz). The Committee thus formed is the Presidial Committee of the

Supervisory Board. The Chair of the Supervisory Board shall chair the Presidial Committee.

- (2) In addition to the task referred to in Section 31 Paragraph 3 Sentence 1 of the German Codetermination Act (Mitbestimmungsgesetz), the Presidial Committee is responsible for preparing Supervisory Board meetings. In addition, the Presidial Committee shall exercise the Supervisory Board's rights of participation and consent in respect of transactions conducted by the company with related persons within the meaning of Paragraph 111b Stock Corporation Act and with regard to the utilization of authorized capital or the issue of bonds with warrants or convertible bonds, including an amendment to the wording of the Articles of Incorporation in this context.

§ 10 – Human Resources Committee

- (1) The Human Resources Committee consists of the Chair of the Supervisory Board and three other Supervisory Board members. It must have an equal number of shareholder and employee representatives. The Chair of the Supervisory Board shall chair the Human Resources Committee.
- (2) The Human Resources Committee prepares the personnel decisions to be made by the Supervisory Board. The Committee makes decisions on behalf of the Supervisory Board in the following matters:
 - a) the concluding, drafting, modification and termination of service contracts with the members of the Board of Management; however, the full Supervisory Board decides on the total compensation of individual members of the Board of Management, as well as on the individual compensation components and on the regular review of the compensation system for the Board of Management, including the key elements of the contracts, and the Committee presents proposals for Supervisory Board resolutions accordingly. In its recommendations for setting the remuneration, the Human Resources Committee must comply with the principles set forth in § 14;
 - b) other legal transactions with respect to members of the Board of Management pursuant to Paragraph 112 of the Stock Corporation Act as well as approval of transactions between the company or its affiliated companies, on the one hand, and a member of the Board of Management or persons or enterprises related to or affiliated with a member of the Board of Management, on the other;
 - c) consent to a member of the Board of Management assuming other activities pursuant to Paragraph 88 of the Stock Corporation Act as well as consent to other secondary activities, in particular the acceptance of supervisory board appointments and appointments to similar supervisory bodies of companies outside the Group;
 - d) consent to contracts with Supervisory Board members pursuant to Paragraph 114 of the Stock Corporation Act; and
 - e) the granting of loans to the group of persons named in Paragraphs 89 and 115 of the Stock Corporation Act.
- (3) The Human Resources Committee shall regularly provide advice on the long-term

succession planning for the Board of Management.

- (4) Members of the Board of Management or the Supervisory Board shall disclose conflicts of interest to the Human Resources Committee instead of the Supervisory Board. The chair of the Committee shall be responsible for receiving such statements.
- (5) The minutes of Human Resources Committee meetings shall be available for inspection by Committee members at the company's offices and shall be forwarded to them on request.

§ 11 – Audit Committee

- (1) The Audit Committee shall be composed of six members who shall have specific knowledge of accounting, operating or financial matters. At least one member of the Audit Committee must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing. The members must be fully familiar with the sector in which the company operates. The Committee shall be appointed on a joint basis. The chair of the Audit Committee shall have appropriate expertise at least in the field of accounting or in the field of auditing. The chair of the Audit Committee must be independent and not be at the same time Chair of the Supervisory Board or a former member of the Management Board of the company whose appointment ended less than two years ago.
- (2) The Audit Committee shall examine the accounts and monitor the accounting process. It may make recommendations or proposals to ensure the integrity of the accounting process. The Audit Committee shall be responsible for the preliminary audit of the annual and consolidated financial statements and annual reports, as well as the separate non-financial report and the separate non-financial Group report, if prepared. The Committee discusses financial information during the year with the Board of Management. The Audit Committee shall prepare the decisions of the Supervisory Board on the establishment of the annual financial statements and approval of the consolidated financial statements as well as on the proposed decision on the use of profits and make recommendations to the Supervisory Board accordingly. It shall assist the Supervisory Board in commissioning any external substantive review of the non-financial statement and non-financial corporate statement or separate non-financial report and the separate non-financial Group report.
- (3) The Audit Committee shall monitor the effectiveness of the internal control system, the risk management system and the internal audit system and shall deal with audit and compliance. Each member of the Audit Committee may, via the chair of the Committee, obtain information directly from the heads of those corporate departments of the company which are responsible within the company for the tasks relating to the Audit Committee pursuant to sentence 1. The chair of the Committee shall inform all members of the Audit Committee of the information obtained. If information is obtained in accordance with sentence 2, the Board of Management shall be informed thereof without delay.
- (4) The Audit Committee shall make a recommendation to the Supervisory Board on the selection of the statutory auditor, which shall include at least two candidates in the case of the call for tenders for the audit mandate. To this end, the Audit Committee shall obtain annually a written statement from the proposed statutory auditor as to whether and, where appropriate, what business, financial, personal or other relationship between the statutory auditor and its institutions and audit managers, on the one hand, and the company with which they are

affiliated and their respective members of the institution, on the other, may give rise to doubts as to its independence. The declaration also covers the extent to which other services were provided to the company and its related companies, in particular in the advisory sector, in the previous financial year or are contractually agreed for the following year. The Audit Committee shall agree with the statutory auditor that the chair of the Audit Committee shall be informed without delay of any possible grounds of exclusion or bias arising during the audit, unless they are immediately removed.

The Audit Committee is authorized to award the audit contract to the appointed auditor on behalf of the Supervisory Board and to conclude the fee agreement with the appointed auditor.

The Audit Committee agrees that the auditors shall report without delay on all findings and events relevant for the tasks of the Supervisory Board which come to their attention during the performance of the statutory audit.

- (5) The Audit Committee shall discuss with the auditor the audit risk assessment, the audit strategy and audit planning, and the audit results. The chair of the Audit Committee shall regularly discuss the progress of the audit with the auditor and report thereon to the Audit Committee. The Audit Committee shall regularly review the quality of the statutory audit and monitor the auditor's independence. The Audit Committee shall consult with the auditor on a regular basis without the Board of Management. The engagement of the auditor for non-audit services requires the approval of the Audit Committee.
- (6) The Audit Committee prepares the selection process for the appointment of the auditor for the Supervisory Board and executes the selection in its own responsibility in accordance with the applicable laws.
- (7) The Audit Committee prepares the report of the Supervisory Board to the Stockholders' Meeting on the results of the audit and the contribution made by the auditor and the Audit Committee to ensuring the correctness of the company's accounting.
- (8) The Audit Committee is authorized to make use of an appropriate level of external consultation in order to perform its duties.

§ 12 – Nominations Committee

- (1) The Nominations Committee is composed of three members, namely the Chair of the Supervisory Board as Committee chair, the other shareholders' representative in the Presidial Committee of the Supervisory Board and an elected further shareholders' representative.
- (2) The Nominations Committee shall make recommendations to the Supervisory Board regarding suitable candidates to be proposed to the Stockholders' Meeting for election to the Supervisory Board as shareholder' representatives. In doing so, the Committee must comply with the criteria specified by the Supervisory Board in accordance with § 2 Paragraph 4. It shall further ensure in its proposals that the members of the Supervisory Board as a whole have the necessary knowledge, skills and professional experience required to properly perform their duties.
- (3) The Nominations Committee shall establish and continuously update job profiles for shareholder representatives on the Supervisory Board and observe suitable candidates.



It shall report to the shareholder representatives on the Supervisory Board on these activities.

§ 13 - Sustainability Committee

- (1) The Sustainability Committee is composed of four members of the Supervisory Board. It must have an equal number of shareholder and employee representatives. The chair of the Committee shall be elected by the Supervisory Board from among the two Supervisory Board members representing the shareholders.
- (2) The Sustainability Committee shall advise the Supervisory Board, its Committees and the Board of Management. It deals in particular with sustainable corporate governance and the company's activities in the areas of the environment, social affairs and good corporate governance (ESG criteria). It accompanies and monitors the Board of Management's strategies, objectives and initiatives in this regard, including the environmental, social, ethical and circular aspects of the company's activities along the entire value chain, and makes recommendations.
- (3) The Sustainability Committee shall support the Supervisory Board in its dealings with the issues referred to in Paragraph 2. It supports the Audit Committee in the preliminary review of sustainability-related statements as part of the audit of the non-financial (Group) statement or the separate non-financial (Group) report and the Personnel Committee in preparing the setting of ESG targets for the remuneration of the Board of Management.
- (4) Other Supervisory Board members may also attend the meetings of the Sustainability Committee as guests and participate in discussions. However, any official decisions or recommendations of the Committee are the sole responsibility of the ordinary members of the Committee.

§ 14 – Compensation Decisions

- (1) Based on the proposals of the Human Resources Committee, the Supervisory Board shall determine the total compensation of the individual members of the Board of Management and the individual compensation components in accordance with the applicable statutory provisions, the recommendations of the German Corporate Governance Code observed by the company and the provisions of these Rules of Procedure. The Supervisory Board shall decide on and regularly review the compensation system for the Board of Management.
- (2) All compensation components must be appropriate in themselves and as a whole and, in particular, must not encourage the taking of inappropriate risks.
- (3) The compensation structure shall be aligned to sustainable corporate performance. The monetary compensation shall comprise fixed and variable elements. The variable elements shall principally have a multi-year, future-oriented assessment basis.
- (4) Variable compensation components with a multi-year assessment basis shall be designed in such a way that both positive and negative developments are taken into account, and shall be based on demanding, relevant benchmarks. Subsequent changes to the performance targets or the comparison parameters must be ruled out. The Supervisory Board shall agree on a cap for extraordinary developments.

- (5) If the Supervisory Board consults an external compensation expert to assess the appropriateness of compensation, attention must be paid to the expert's independence from the Board of Management or from the company and its affiliated companies.

§ 15 – Reporting

- (1) The Board of Management is responsible for ensuring that the Supervisory Board receives adequate information. However, the Supervisory Board must also ensure that it receives appropriate information. For this purpose, the Supervisory Board shall define in detail the information and reporting obligations of the Board of Management in the Rules of Procedure for the Board of Management.
- (2) Through the Rules of Procedure for the Board of Management, the Supervisory Board shall determine which company transactions shall require the prior approval of the Supervisory Board.
- (3) The Supervisory Board shall report annually, together with the Board of Management, on the company's corporate governance (Corporate Governance Report) and shall publish this report in conjunction with its declaration on corporate governance. Any departures from the recommendations of the German Corporate Governance Code must be explained in this report.
- (4) The Chair of the Supervisory Board shall maintain regular contact with the Board of Management, and especially with the Chief Executive Officer, between meetings of the Board of Management, to discuss questions relating to the strategy, planning, risk management and compliance of the company and its affiliated companies. The Chief Executive Officer shall immediately inform the Chair of the Supervisory Board of any important events that are material to assessing the situation, prospects and performance of the company or the Group and conducting the business. The Chair of the Supervisory Board shall then inform the Supervisory Board and, if necessary, convene an extraordinary meeting of the Supervisory Board.
- (5) The Board of Management shall report to the Supervisory Board in accordance with Paragraph 90 of the Stock Corporation Act and to the Chair of the Supervisory Board in accordance with Paragraph 90 Sub-Paragraph 1 Sentence 3 of the Stock Corporation Act. Reports of the Board of Management must conform to the principles of thorough and accurate reporting. They must be provided as promptly as possible and, except for the report to the Chair of the Supervisory Board pursuant to Paragraph 90 Sub-Paragraph 1 Sentence 3 of the Stock Corporation Act, shall generally be made in text form.
- (6) Each member of the Supervisory Board shall have the right to examine the reports of the Board of Management, the documents relating to the financial statements and the audit reports of the independent auditors. Reports in text form shall be provided to each member of the Supervisory Board upon request, unless the Supervisory Board has decided otherwise. The documents relating to the annual financial statements and the audit reports of the independent auditors shall be provided to all members of the Supervisory Board.

§ 16 – Other



- (1) All agreements concerning consulting and other services as well as performance contracts between a Supervisory Board member and the company shall require the consent of the Supervisory Board.
- (2) The compensation of the members of the Supervisory Board shall be reported in the compensation report pursuant to Paragraph 162 of the Stock Corporation Act.
- (3) The Company may disclose notifications given in accordance with § 3 Paragraph 4 of these Rules of Procedure in the notes to the consolidated financial statements.
- (4) The Supervisory Board members shall keep the company continuously informed of all offices they hold at other companies.
- (5) The Supervisory Board may decide by simple majority to depart from these Rules of Procedure in individual cases.
