

RULES OF PROCEDURE

FOR THE SUPERVISORY BOARD

of

Covestro AG

Version dated December 10, 2020

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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 with regard to the representation of women. The Supervisory Board shall set targets for the proportion of women on the Board of Management, together with deadlines for the attainment of these targets. As a matter of principle, members of the Board of Management shall be appointed for an initial term 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 his or her period of office and the current appointment simultaneously terminated, except in special circumstances.
- (4) The Supervisory Board shall conduct regular reviews of its 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 his or her 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.

- (3) Each Supervisory Board member shall ensure that he or she has sufficient time to perform the duties attaching to the office, especially committee business. Members of the Management Board of a listed company shall not accept more than two Supervisory Board offices in non-group listed companies or in supervising bodies of non-group companies with comparable requirements, and may not chair the Company's Supervisory Board. A Supervisory Board member who is not a member of any Management Board of a listed company shall not accept more than five Supervisory Board mandates at non-group listed companies or comparable functions, with an appointment as Chairperson of the Supervisory Board being counted twice. The Report of the Supervisory Board shall state how many meetings of the Supervisory Board and the committees each member has attended. Participation via conference call or video conference shall be deemed attendance, but this form of attendance should not be the general rule.
- (4) The Supervisory Board shall define specific targets and work out a competency profile for its composition in the aggregate. In this regard, the Supervisory Board shall reasonably take into account the specific situation and international operations of the Company and its affiliated companies; potential conflicts of interest; the ownership structure; the need for an appropriate number of independent members; the age limit set forth in § 2 Paragraph 2; a limit, yet to be defined, on the duration of membership of the Supervisory Board; and diversity. At least 30 percent of the Supervisory Board members shall be women and at least 30 percent shall be men. The targets set by the Supervisory Board in this respect, and the status of their implementation, shall be published in the Corporate Governance Statement. Said report shall also include information on the Supervisory Board's assessment regarding the adequate number of independent stockholder representatives as well as their names. The Supervisory Board shall not include more than two former members of the Company's Board of Management. Supervisory Board members may not perform executive functions or consulting activities for major competitors of the Company or any Group company, and they must not be exposed to other significant conflicts of interest.
- (5) The Supervisory Board shall take the targets defined in accordance with Paragraph 4 into account when proposing candidates for election to the Supervisory Board to 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. Any proposal of a candidate shall be supported by a resume outlining its relevant knowledge, capabilities and experiences; said resume shall be complemented by an overview on the candidate's substantial activities in addition to its Supervisory Board appointment which shall be updated annually and published on the Company's website.

§ 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 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 Chairperson of the Supervisory Board in advance and give the Chairperson an opportunity to respond. Each Supervisory Board member shall ensure that persons in his or her 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 Chairperson of the Supervisory Board. By arrangement with the Chairperson, such documents may also be passed on to a member's successor. Former members of the Supervisory Board shall be granted renewed access to documents they have returned if they require such documents for purposes of defending their legal rights in connection with their former service on the Supervisory Board.

- (3) Each member of the Supervisory Board is obligated to act in the best interests of the Company. He or she shall not pursue personal interests when making decisions or take advantage of business opportunities to which the Company or its affiliated companies are entitled. Each Supervisory Board member must immediately disclose to the Chairperson of the Supervisory Board any conflicts of interest, especially those that could arise with customers, suppliers, creditors or other third parties as a result of consulting activities or a governance function. The Chairperson of the Supervisory Board will disclose his or her own conflicts of interest to the Presidial Committee. In the case of significant conflicts of interest of more than a temporary nature, the Supervisory Board member concerned must resign. In its report to the Stockholders' Meeting, the Supervisory Board shall provide information on conflicts of interest that have arisen and on how they were handled.
- (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).
- (5)

§ 4 – Chairperson and Vice Chairperson

- (1) The Supervisory Board shall elect a Chairperson and a Vice Chairperson from among its members. The election shall take place in accordance with the provisions of the Codetermination Act (MitbestG).
- (2) The Chairperson of the Supervisory Board shall be independent of the Company and the Board of Management.
- (3) Unless a shorter term of office is specified at the time of their election, the Chairperson and Vice Chairperson of the Supervisory Board shall be elected as Chairperson and Vice Chairperson, respectively, for the duration of their membership of the Supervisory Board. This election shall take place at a meeting which, without having to be separately convened, shall take place immediately after the Stockholders' Meeting during which the stockholders' representatives to be elected by the Stockholders' Meeting were appointed.

The election shall be conducted by the oldest member of the Supervisory Board. The members of the committees shall also be elected at this meeting.

- (4) If the Chairperson or the Vice Chairperson of the Supervisory Board ceases to be a member before the end of his or her term of office, the Supervisory Board shall elect a successor at its next meeting. If the Chairperson of the Supervisory Board ceases to be a member before the end of his or her term of office, such meeting shall be convened by the Vice Chairperson.
- (5) The Vice Chairperson shall only have the rights and obligations of the Chairperson if the latter is unable to attend and if those rights and obligations are, in this event, explicitly assigned to the Vice Chairperson by law or the Articles of Incorporation.
- (6) Declarations by the Supervisory Board or its committees shall be made by the Chairperson on behalf of the Supervisory Board. The Chairperson shall conduct written correspondence on behalf of the Supervisory Board.
- (7) The Chairperson shall coordinate 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 Chairperson 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 Supervisory Board member himself or herself 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 none of the Supervisory Board members present objects to taking a decision on the resolution. In such cases, absent Supervisory Board members must be given the opportunity to reject the resolution or to cast their vote in writing within a reasonable deadline to be set by the Chairperson. The resolution can only take effect if none of the absent Supervisory Board members rejects the resolution within the deadline set or if all absent Supervisory Board members approve the resolution by casting votes in writing or by other means.
- (4) The Chairperson may cancel or postpone a meeting that has been convened, at his or her reasonable discretion. He or she shall appoint the minute-taker and decide whether to invite experts and other persons to provide information to attend meetings in an advisory capacity with respect to individual agenda items. The members of the Board of Management may attend meetings of the Supervisory Board, unless the Chairperson of the Supervisory

Board determines otherwise for a particular reason. The Supervisory Board shall also meet on a regular basis without the Board of Management.

- (5) If required, the stockholder and employee representatives on the Supervisory Board can prepare the Supervisory Board meetings separately and may involve members of the Board of Management where appropriate.

§ 6 – Resolutions

- (1) Supervisory Board resolutions shall generally be adopted during meetings. In justified exceptional cases also a telephone- or video-conference shall be regarded as meeting. Absent members of the Supervisory Board may participate in the voting on a resolution if they arrange for written votes to be handed over for them by other members of the Supervisory Board. A vote sent by fax, email or another commonly used means of communication shall also be deemed to be a written vote. A belated vote may be cast by an absent member only if the Chairperson of the Supervisory Board or, in the event of a hindrance, his/her Vice Chairperson authorizes it for all members of the Supervisory Board who are absent from the meeting within a period to be determined by him/her before the vote; the other members of the Supervisory Board are not entitled to object to this.
- (2) The Chairperson shall determine the order in which the items on the agenda are discussed and the manner and the order in which votes are cast. He or she may postpone the discussion of, and voting on, individual agenda items according to his or her best judgment.
- (3) At the instigation of the Chairperson, the Supervisory Board – even outside a meeting – may also adopt resolutions by voting verbally, by telephone, in writing, by fax or via another commonly used means of communication.
- (4) The Supervisory Board shall be deemed to have a quorum if at least one half of the total number of members of which it is required to consist participates in voting and this comprises at least three members. A member also participates in the voting on a resolution if he/she 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 Chairperson 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 Chairperson shall not be entitled to exercise the casting vote.
- (5) If the number of stockholder representatives and the number of employee representatives voting on a resolution is not equal, 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 Chairperson shall prepare and execute the resolutions of the Supervisory Board.

§ 7 – Minutes of Meetings and Resolutions

- (1) Minutes of the deliberations and resolutions of the Supervisory Board shall be recorded and filed. They must be signed by the Chairperson. 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 must 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 Chairperson of the Supervisory Board. A copy must be forwarded to every member of the Supervisory Board without delay. Such resolutions shall also be recorded in the minutes of the next meeting.
- (3) The minutes referred to in 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 Chairperson 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 Chairperson. If resolutions are recorded in this form at a meeting, they can be objected to only 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) and a Nominations Committee (§ 12) from among its members. Additional committees shall be formed as required. The Supervisory Board may refer certain matters to a committee or multiple committees, in particular as regards the strategy of the Company and the Group, compensation of members of the Board of Management, capital expenditures and financing. The Supervisory Board may decide that committees prepare the meetings of the full Supervisory Board and, to the extent permitted by law, make decisions on behalf of the Supervisory Board.
- (2) Each committee shall elect a chairperson from among its members, unless the Supervisory Board appoints a committee member as chairperson or unless these Rules of Procedure provide otherwise.
- (3) The chairpersons 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 § 12.

§ 9 – Presidial Committee

- (1) Immediately following the election of the Chairperson and Vice Chairperson, the Supervisory Board shall form a committee consisting of the Chairperson and Vice Chairperson, along with one representative each elected by the stockholder representatives and the employee representatives, each with a majority of the votes cast, to perform the duty described in Section 31 Paragraph 3 Sentence 1 of the Codetermination Act (Mitbestimmungsgesetz). The committee thus formed is the Presidial Committee of the Supervisory Board. The Chairperson of the Supervisory Board shall chair the Presidial Committee.
- (2) In addition to performing the duty under Section 31 Paragraph 3 Sentence 1 of the Codetermination Act, the Presidial Committee also has the task of preparing Supervisory Board meetings. In addition, the Presidial Committee exercises the participation and consent powers reserved for the Supervisory Board in relation to transactions conducted by the Company with related parties within the meaning of § 111b of the Stock Corporation Act (AktG) and the use of authorized capital or the issue of warrant bonds or convertible bonds, including the power to amend the Articles of Incorporation accordingly.

§ 10 – Human Resources Committee

- (1) The Human Resources Committee shall consist of the Chairperson of the Supervisory Board and three other Supervisory Board members. It must have an equal number of stockholder and employee representatives. The Chairperson 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 down in § 13.
 - b) other legal transactions with respect to members of the Board of Management pursuant to § 112 of the Stock Corporation Act (AktG) 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 § 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 § 114 of the Stock Corporation Act; and
 - e) the granting of loans to the group of persons named in §§ 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 chairperson 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 sent to them on request.

§ 11 – Audit Committee

- (1) The Audit Committee is composed of six members who shall possess specialist knowledge in the fields of accounting, business management or finance. The members in their entirety must be familiar with the sector in which the Company is doing business. The committee must have an equal number of stockholder and employee representatives. The Chairper-

son of the Audit Committee must have expert knowledge on financial reporting and annual auditing and specialist knowledge and experience of the application of internal control procedures. He/she must be independent and may not simultaneously be the Chairperson of the Supervisory Board or a former member of the Board of Management whose appointment ended within the previous two years.

- (2) The main responsibilities of the Audit Committee are to review and monitor accounting and financial reporting. The Audit Committee may provide recommendations or proposals to ensure the integrity of the financial reporting process. The Audit Committee is responsible for examining the annual financial statements, the management reports, and, if prepared, the separate non-financial report and the separate non-financial report of the Group. The Audit Committee discusses financial information during the fiscal year with the Board of Management. The Audit Committee prepares the resolutions of the Supervisory Board relating to the approval of the annual financial statements, the endorsement of the consolidated financial statements of the Group and the proposal for the use of the distributable profit and presents proposals for Supervisory Board resolutions accordingly. The Audit Committee supports the Supervisory Board in commissioning of a potential external review of the non-financial statement and the non-financial statement of the Group or of the separate non-financial report and of the separate non-financial report of the Group with regards to contents.
- (3) The Audit Committee monitors the effectiveness of the internal control system, the risk management system, the internal auditing system, the audit of the financial statements and examines compliance.
- (4) The Audit Committee also submits a recommendation to the Supervisory Board concerning the selection of the auditor, which shall in case of a request for proposal process contain at least two candidates. The Audit Committee obtains annually a written statement from the intended auditor indicating whether and, if any, what professional, financial, personal or other relationships exist between the auditor and its executive bodies and audit directors on the one hand, and the Company and members of its executive bodies on the other hand, that could raise doubts as to the auditor's independence. The statement shall also cover the extent to which other services were performed for the Company and its affiliated companies during the prior fiscal year or have been contractually agreed for the following year, especially in the area of consulting. The Audit Committee agrees with the auditors that the chairperson of the Audit Committee must be informed immediately of any grounds for exclusion or bias that arise during the audit, unless they are remedied immediately.

The Audit Committee is authorized to award the audit contract to the appointed auditor for the Supervisory Board and to negotiate and conclude the fee agreement.

The Audit Committee shall obtain an undertaking by the auditors to promptly inform the Supervisory Board of any findings and events material to the tasks of the Supervisory Board that come to their knowledge during the audit.

- (5) The Audit Committee shall conduct an evaluation of the quality of the audit on a regular basis and monitor the independence of the auditor. The commission of non-audit services offered by the auditor must be approved by 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 the propriety of the company's accounting.
- (8) The Audit Committee is authorized to make use of an appropriate level of external consultation to help it to perform its duties.

§ 12 – Nominations Committee

- (1) The Nominations Committee is composed of three members, namely the Chairperson of the Supervisory Board as committee chairperson, the other stockholders' representative in the Presidial Committee of the Supervisory Board and an elected further stockholders' representative.
- (2) The Nominations Committee shall make recommendations to the Supervisory Board regarding suitable candidates to be proposed to the Annual Stockholders' Meeting for election to the Supervisory Board as stockholders' representatives. The committee must comply with the criteria determined 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 possess the necessary expertise, skills and professional experience to properly perform their duties.
- (3) The Nominations Committee shall establish and continuously update job profiles for stockholder representatives on the Supervisory Board and observe suitable candidates. It shall report to the stockholder representatives on the Supervisory Board on these activities.

§ 13 – 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 remuneration components with an assessment basis of several years 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. It must not be possible to alter such performance targets or the reference parameters retroactively. The Supervisory Board shall agree a cap for extraordinary developments.
- (5) If the Supervisory Board consults an external compensation expert in order to assess the appropriateness of compensation, the Board of Management or the Company and its affiliated companies shall ensure such expert's independence.

§ 14 – 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 Chairperson of the Supervisory Board shall maintain regular contact with the Board of Management, and especially with the Chairperson of the Board of Management, 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 Chairperson of the Board of Management shall immediately inform the Chairperson 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 Chairperson 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 § 90 of the Stock Corporation Act and to the Chairperson of the Supervisory Board in accordance with § 90 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 Chairperson of the Supervisory Board pursuant to § 90 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.

§ 15 – 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 individually in the notes to the financial statements or in the management report, broken down according to its components. Payments made by the Company to the members of the Superviso-

ry Board or benefits extended for services provided individually, in particular, advisory or agency services shall also be listed separately. The report of the Supervisory Board to the Stockholders' Meeting shall also contain such disclosures.

- (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.
