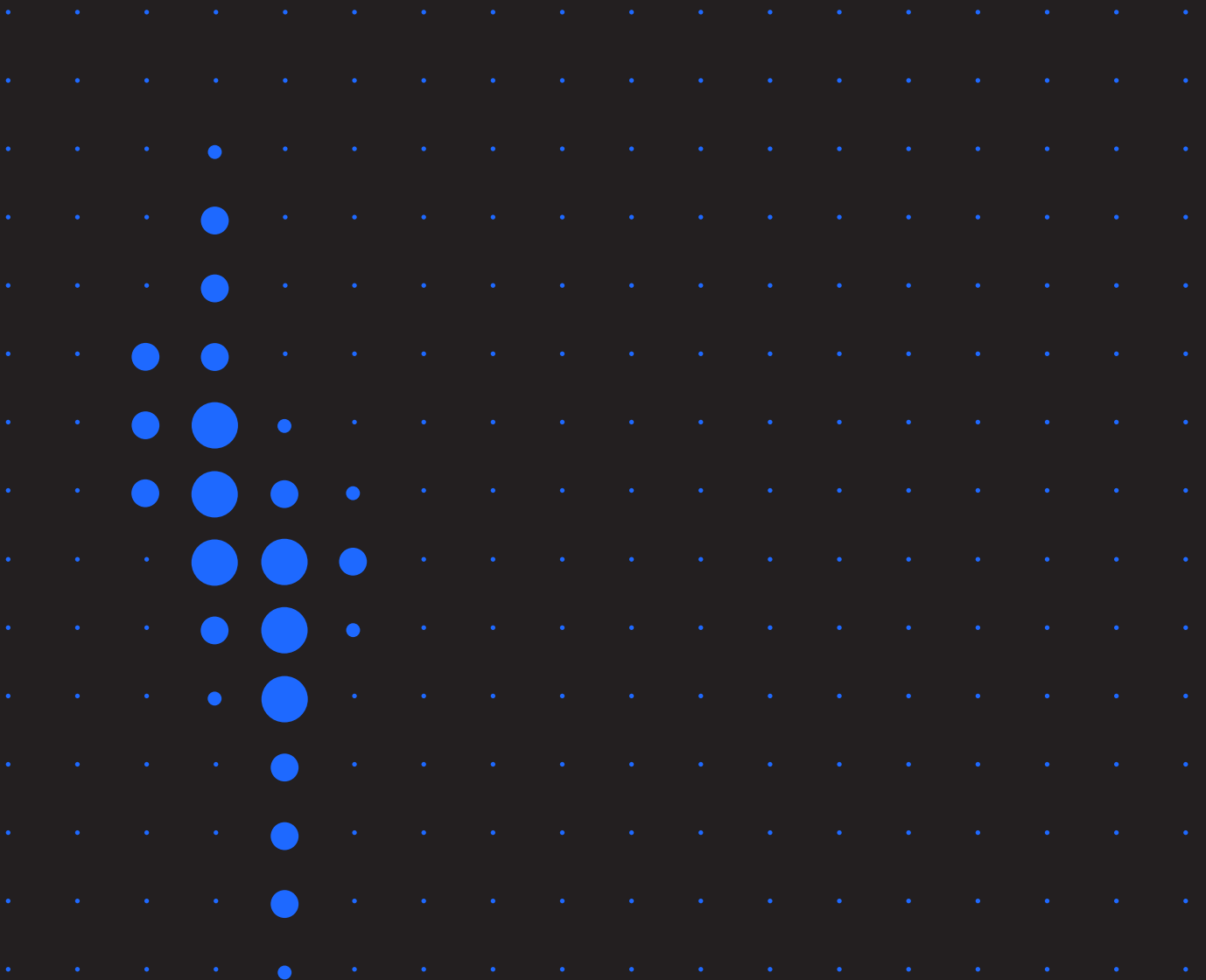


# Rules of Procedure of the Supervisory Board

of technotrans SE



# Rules of Procedure of the Supervisory Board of technotrans SE

By resolution dated February 2, 2021 the Supervisory Board of technotrans SE has issued the following Rules of Procedure for itself:

## Section 1 General

- (1) The Supervisory Board shall conduct its business in accordance with the law, the Articles of Association and these Rules of Procedure.
- (2) The members of the Supervisory Board as a whole shall possess the knowledge skills and specialist experience that is required to perform their duties.
- (3) Each Supervisory Board member shall ensure that they have sufficient time to exercise their mandate. Supervisory Board members who simultaneously serve on the Board of Management of a listed stock corporation are to hold no more than two further non-executive directorships at companies outside the Group, in addition to their non-executive directorship in this company.
- (4) Only persons who are not above the age of 67 at the time of the election shall be proposed for election or re-election as a member of the Supervisory Board.
- (5) The Supervisory Board shall comprise what it believes to be an adequate number of independent members. The members are to include no more than two former members of the Board of Management.
- (6) The Supervisory Board shall oversee the management of the company pursuant to Section 111 (1) of the German Stock Corporation Act (AktG). In addition, pursuant to Section 84 AktG it shall appoint the Board of Management members and be responsible for their dismissal. The Supervisory Board shall heed diversity in the composition of the Board of Management. The other duties of the Supervisory Board shall include the determination of targets for the proportion of women on the Supervisory Board and Board of Management pursuant to Section 111 (5) AktG. The Supervisory Board shall in addition specify firm targets for its composition that, taking into account the specific situation of the company, shall reflect the international operations of the company, potential conflicts of interest, the number of independent Supervisory Board members and a cap to be specified on how long a person may serve on the Supervisory Board, as well as diversity. This is to be published in the Corporate Governance Report.

## Section 2 Chair and Deputy

- (1) The Supervisory Board shall elect a Chair and a Deputy Chair from among its members at a meeting following the Annual General Meeting at which the Supervisory Board members have been newly elected, the oldest member in terms of years acting as Chair. No separate convening of this meeting of the Supervisory Board shall be necessary. Election shall be for the term of membership of the elected members of the Supervisory Board.
- (2) The Deputy Chair shall represent the Chair if the latter is unable to attend. If no Deputy Chair has been appointed or if the Deputy Chair is likewise unable to attend, the oldest-aged member of the Supervisory Board shall deputise for the Chair.
- (3) If the Chair or Deputy Chair surrenders office prematurely, the Supervisory Board shall without delay elect a new Chair for the remaining period of office of the former Chair.

### Section 3 Duties of the Supervisory Board Chair

- (1) The Chair shall coordinate the work of the Supervisory Board, preside over its meetings and look after the interests of the Supervisory Board in respect of outside parties. Between its meetings it is to maintain regular contact with the Board of Management, and in particular with the Chair or Chief Executive Officer, and discuss questions regarding the company's strategy, planning, business development, risk situation, risk management and compliance. If the Chair of the Supervisory Board is informed of important occurrences that are of material significance for the assessment of the situation and development as well as the management of the company, they shall report on the same to the Supervisory Board and if necessary convene an extraordinary Supervisory Board meeting. They shall otherwise have the duties and rights laid down in law, in the Articles of Association and in these Rules of Procedure.
- (2) In urgent cases the Chair shall be provisionally authorised to give consent to transactions by the company where the consent of the Supervisory Board is required under the Articles of Association or the Rules of Procedure for the Board of Management. A resolution on that consent shall subsequently be reached.

### Section 4 Convening of the Supervisory Board

- (1) The Supervisory Board shall hold meetings at least twice in each half of the calendar year.
- (2) In addition to the ordinary meetings of the Supervisory Board, extraordinary meetings may be called by the Chair of the Supervisory Board at any time upon the application of a Supervisory Board member or the Board of Management. The requirements of Section 110 AktG shall otherwise apply.
- (3) The meetings of the Supervisory Board shall be convened in writing by the Chair of the Supervisory Board, giving 14 days' notice. The day on which the invitation is sent out and the day of the meeting shall be included for purposes of determining this period of notice. In urgent cases, the Chair may reduce this period as appropriate. In justified cases, the Chair may specify when convening the meeting that it is to take a form other than a meeting in person (for example, telephone or video conference).
- (4) The meeting shall, at the choice of the Chair, be called either in writing, by telefax, by telephone or by means of electronic media (e.g. e-mail) to the last address indicated by the members of the Supervisory Board. The venue and time of the meeting as well as the agenda shall be announced upon convening. If an agenda or an individual agenda item has not been announced in the proper manner, resolutions may only be passed on them if no Supervisory Board member objects. In such an instance absent Supervisory Board members shall be given the opportunity to object to or vote in writing on the resolution within a period to be determined by the Chair. The resolution shall only become effective if the absent Supervisory Board members have not objected to it or have approved it within the period given.

### Section 5 Meetings of the Supervisory Board

- (1) The Chair shall preside over the Supervisory Board meeting; if the Chair is prevented from attending, their deputy shall chair the meeting.
- (2) The Board of Management shall attend the meetings of the Supervisory Board unless the Supervisory Board resolves to the contrary.
- (3) If in the course of a financial year a Supervisory Board member has attended only half or fewer of the meetings of the Supervisory Board and the committees to which they belong, this shall be noted in the Report of the Supervisory Board.

## Section 6 Passing of resolutions by the Supervisory Board

- (1) The resolutions of the Supervisory Board shall normally be passed at meetings.
- (2) Outside meetings, resolutions may, upon the instructions of the Supervisory Board Chair, be passed in writing, by telefax, by telephone or by means of electronic media (e.g. e-mail). The members of the Supervisory Board shall have no right of objection to the instructed form of passing resolutions. Resolutions passed outside meetings shall be laid down in writing by the Chair and forwarded to all members. The provisions of paragraphs 3 to 7 shall apply accordingly to resolutions outside meetings.
- (3) The Supervisory Board shall be quorate if all members have been invited to attend a Supervisory Board meeting or cast their vote and if at least half the number of Supervisory Board members specified in the Articles of Association takes part in the resolution.
- (4) Absent members of the Supervisory Board may take part in votes of the Supervisory Board by arranging for their written vote to be handed in by another Supervisory Board member. Submission of votes in writing shall also include the submission of votes by telefax or by means of electronic media (e.g. e-mail).
- (5) Resolutions passed by the Supervisory Board shall be passed by a simple majority of the votes cast, unless otherwise specified in law or in the Articles of Association. For this purpose, an abstention shall not be considered a vote cast. In the event of a tied vote, the Chair shall have the casting vote. If the Supervisory Board Chair is not present at the vote, their Deputy shall have the casting vote.
- (6) Minutes of the negotiations and resolutions of the Supervisory Board shall be kept, signed by the Chair of the meeting or, in the case of votes held outside the context of meetings, by the person presiding over the vote, and copies forwarded to the Supervisory Board members.
- (7) The Supervisory Board Chair shall be authorised to submit the declarations of intent required to implement the Supervisory Board's resolutions on behalf of the Supervisory Board.

## Section 7 Committees

- (1) The Supervisory Board may form committees from its members and also delegate decision-making powers to them, insofar as legally permissible. A committee must comprise at least three members.
- (2) The Supervisory Board shall form at least an Audit Committee and a Personnel Committee as well as – on an ad hoc basis only – a Nominating Committee.
- (3) The committees shall perform the duties entrusted to them on behalf of the Supervisory Board to the legally permissible extent.
- (4) The committees shall each elect one committee member as Committee Chair, unless otherwise specified in law, in the Articles of Association or in these Rules of Procedure. If the Chair is not present at a meeting of a committee, the oldest-aged member of the committee shall deputise for the Chair.
- (5) Each Committee Chair shall report regularly to the full Supervisory Board on the work of the committee led by them.

## Section 8 Business proceedings of committees

- (1) No special notice period shall be required for the invitations to the meetings of committees. Announcement of the agenda and delivery of particular papers to support the agenda shall not be required. The provision of Article 13 of the Articles of Association as well as the provisions of these Rules of Procedure for the full Supervisory Board shall otherwise apply for convening, meetings and resolutions.
- (2) The Committee Chair may invite Supervisory Board members who do not belong to the committee to attend in an advisory capacity.
- (3) Minutes shall be kept of the negotiations and resolutions of a committee, signed by the Committee Chair and circulated among the committee members.

## Section 9 Audit Committee

- (1) The Audit Committee shall be responsible for monitoring the financial reporting process and for checking the effectiveness of the internal control, risk management and audit system. In this connection the Audit Committee shall make recommendations or suggestions to the Supervisory Board to assure the integrity of the financial reporting process. It shall in addition deal with the audit of financial statements and with matters of compliance.
- (2) The Audit Committee shall be responsible for selecting the independent auditor and shall decide in the place of the Supervisory Board on the awarding of the audit mandate to the independent auditor, pursuant to Section 111 (2) AktG. In this connection the Audit Committee shall specify priority areas for the audit and reach agreement with the independent auditor on the audit plan, the conducting of the audit and its presentation in the audit report. Guidelines on the performing of non-audit services by the independent auditor shall in addition be drawn up. Furthermore, it shall gather all information that is appropriate for assessing the independence of the independent auditor. This shall also include a written statement of independence by the independent auditor. The Audit Committee shall moreover determine the fee of the independent auditor in the place of the Supervisory Board.
- (3) The Audit Committee shall comprise three members.
- (4) If the Supervisory Board Chair is a member of the Audit Committee, they should not chair it. The Chair of the Audit Committee shall meet the requirements of Section 100 (5) AktG: they shall thus be independent and possess expertise in the areas of financial reporting or auditing of financial statements. They shall in addition have particular knowledge and experience in the application of accounting standards and internal control procedures. They shall not be a former Board of Management member whose term of office ended less than two years ago.
- (5) The independent auditor must be invited to attend the meetings of the Audit Committee devoted to the annual and consolidated financial statements, to report on the key findings of their audit, in particular key weaknesses in the internal control and internal risk management system with regard to the financial reporting process. The independent auditor shall also be instructed to inform the Audit Committee of circumstances that raise questions about its impartiality and of services that it has performed over and above the auditing of the financial statements.
- (6) Prior to their publication the Audit Committee is to discuss interim and quarterly financial reports with the Board of Management.

## Section 10 Committee for Board of Management Affairs

(Personnel Committee)

- (1) The Committee for Board of Management Affairs shall prepare the personnel decisions of the Supervisory Board, in particular the appointment, dismissal and extension of the appointment of Board of Management members. It shall also prepare the resolutions of the Supervisory Board on the determination of or any reduction to the total remuneration of the individual Board of Management member; in that respect the total remuneration of the Board of Management members comprises all payments designated in Section 87 (1) AktG. It shall decide in the place of the Supervisory Board on
  - a) transactions with the Board of Management members pursuant to Section 112 AktG,
  - b) permission for a Board of Management member to perform secondary occupations and other activities pursuant to Section 88 AktG,
  - c) the granting of loans to the group of individuals stated in Sections 89, 115 AktG, as well as
  - d) consenting to contracts with Supervisory Board members pursuant to Section 114 AktG.
- (2) The Committee for Board of Management Affairs shall comprise three members.
- (3) The Chair of the Committee for Board of Management Affairs shall be the Supervisory Board Chair. The Chair of the Committee for Board of Management Affairs shall represent the committee vis-à-vis outside parties and shall be entitled to implement the resolutions of the committee. Unless the Supervisory Board has specified otherwise in a resolution on the determination or reduction of Board of Management remuneration, the Chair of the Committee for Board of Management Affairs shall also be entitled to implement this resolution on the determination of or reduction to the Board of Management remuneration.
- (4) If a committee member should be affected by a decision according to paragraph 1 letters c) or d) and therefore be precluded from voting, the Committee for Board of Management Affairs shall transfer the decision in question to the Supervisory Board.

## Section 11 Nominating Committee

- (1) The Nominating Committee shall have the task of proposing suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting. It shall make sure that the respective candidates are able to set aside the expected amount of time required.
- (2) The Nominating Committee shall only be formed on an ad hoc basis, in each case in ample time ahead of the ending of the term of office of at least one Supervisory Board member elected by the shareholders.
- (3) The Nominating Committee shall comprise four members.
- (4) The Supervisory Board Chair shall always sit on the Nominating Committee and shall always simultaneously be its Chair.
- (5) The Nominating Committee shall be filled exclusively with Supervisory Board members who have been elected by the shareholders.

## Section 12 Mandating of individual Supervisory Board members

The Supervisory Board may mandate a member to oversee the management of business or to examine individual business transactions. That Supervisory Board member shall report on their activities to the meeting of the relevant committees and of the Supervisory Board.

## Section 13 Training and professional development

The members of the Supervisory Board shall stay informed by closely following relevant organisations, trade media, publications by firms of accountants and sharing insights with colleagues from other listed companies. In isolated cases, firms of consultants shall be brought in.

## Section 14 Self-evaluation

The Supervisory Board shall review the efficiency of its activities regularly, once a year. The topics of the self-evaluation shall include in particular whether the Board of Management has supplied the Supervisory Board with prompt, substantively adequate information, the processes within the Supervisory Board and the flow of information between the committees and the Supervisory Board.

## Section 15 Conflicts of interest

- (1) Each member of the Supervisory Board shall be bound to act in the company's best interests. In their decisions, they shall neither pursue personal interests nor exploit business opportunities of the company or of one of its subsidiaries for their own ends.
- (2) Each Supervisory Board member shall disclose conflicts of interest, in particular those that may arise as a result of a consultancy or institutional function at customers, suppliers, lenders or other third parties, to the Supervisory Board without delay. The procedure to be adopted upon disclosure shall be agreed with the Supervisory Board Chair.
- (3) The Supervisory Board shall provide information on conflicts of interest that have arisen and how they were addressed in its report to the Annual General Meeting.
- (4) Material conflicts of interest of more than merely a temporary nature originating in the identity of a Supervisory Board member shall result in the termination of the mandate, for example by surrendering office.
- (5) A Supervisory Board member whose professional occupation changes materially compared with the time of their election shall conduct a discussion with the Supervisory Board Chair on possible consequences for their continued service.
- (6) Consultancy contracts as well as other contracts for services between a Supervisory Board member and the company shall require the consent of the Supervisory Board.

## Section 16 Confidentiality

- (1) The members of the Supervisory Board shall treat as confidential vis-à-vis third parties any matters of which they acquire knowledge through their activity as a Supervisory Board member, the disclosure of which could harm the interests of the company or of an affiliated company. The Supervisory Board members shall in particular be obliged to treat as confidential company and business secrets, confidential reports received and confidential consultations (including voting, the proceedings of the debate, and the statements and personal remarks of individual Supervisory Board members).
- (2) The obligations according to paragraph 1 shall continue to apply after leaving office.
- (3) Any disclosure of information to third parties that is not clearly permissible may only take place with the consent of the Supervisory Board Chair. If the latter does not consent to the disclosure of information, at the request of the Supervisory Board member concerned they shall immediately obtain a statement of position from the Supervisory Board. In this instance the Supervisory Board member shall only be entitled to pass on information if the Supervisory Board agrees by a majority of three-quarters.
- (4) Upon surrendering office the members of the Supervisory Board shall be obliged to hand over to the company all documents in their possession that relate to company matters that are not in the public domains, together with duplicates, copies and transcripts.

