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# **Rules of Procedure**

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for the

## **Supervisory Board**

of ElringKlinger AG

In the version resolved by  
the Supervisory Board on March 25, 2021

The Supervisory Board has adopted the following rules of procedure:

### **Article 1 General information**

- (1) The Supervisory Board shall advise and supervise the Management Board on a regular basis with regard to the management of the Company, in addition to being involved in decisions of fundamental importance to the Company.
- (2) The Supervisory Board shall discharge its duties in accordance with statutory provisions, the articles of association, and these rules of procedure.
- (3) Its members shall enjoy the same rights and obligations and shall not be bound by any instructions.
- (4) In the event of conflicts of interest arising in respect of company-related matters and matters that are of a personal or commercial interest to the Supervisory Board member, the interests of the Company shall take precedence. If, in the event of a conflict of interest, a member of the Supervisory Board is not in a position to act in the interests of the Company, he or she shall inform the Supervisory Board or, if applicable, its Chairman, and abstain from voting or giving advice with regard to the specific matter in question. As regards a persistent conflict of interest, the Supervisory Board member is obliged to resign from office. The latter shall also apply in those cases in which a member of the Supervisory Board works directly or indirectly, with or without remuneration, for a competitor of the Company.

### **Article 2 Election of the Chairperson and Deputy Chairperson**

- (1) Following the Annual General Meeting at which the Supervisory Board members representing the Company's shareholders have been elected, the Supervisory Board shall elect a Chairperson and a Deputy Chairperson from among its members as part of a meeting that is not specifically convened.
- (2) The term of office of the Chairperson and the Deputy Chairperson shall correspond to their term of office as members of the Supervisory Board, unless a shorter term of office is determined during the election.
- (3) If the Chairperson or Deputy Chairperson steps down from the Supervisory Board during his/her term of office, the Supervisory Board must convene immediately and elect a new Chairperson or Deputy Chairperson.

### **Article 3 Resignation from office**

- (1) Any member of the Supervisory Board may resign from office at any time, even without good cause, by means of a notification submitted to the Chairperson of the Supervisory Board or to the Management Board.
- (2) Where applicable, the Chairperson of the Supervisory Board shall submit such a notification to his/her Deputy.

#### **Article 4 Meetings and adoption of resolutions**

- (1) In compliance with Section 110(3) of the Stock Corporation Act (Aktengesetz – AktG), meetings of the Supervisory Board shall be held at the registered office of the Company or at another venue to be announced in the invitation. The Supervisory Board shall be convened by the Chairperson or, if he/she is unable to attend, by his/her Deputy.
- (2) Meetings may also be held by telephone or by means of other customary forms of electronic communication if the Chairperson of the Supervisory Board determines this for a specific case, provided a reasonable period of notice is observed. The same applies to the participation of individual members of the Supervisory Board in meetings by telephone or other customary forms of electronic communication.
- (3) The time, place, agenda, and reason for convening the meeting are determined by the Chairperson or his/her Deputy. A Supervisory Board meeting must be convened immediately if the Management Board or a member of the Supervisory Board requests such a meeting for an important reason, stating the purpose and reasons.
- (4) The Supervisory Board shall be quorate if its members have been invited with due notice by means of an invitation issued to the last known address and at least two-thirds of the members, including the Chairperson or his/her Deputy, take part in the resolution. Absent members of the Supervisory Board may participate in the adoption of resolutions by having other members submit their votes in writing.
- (5) Resolutions by the Supervisory Board are passed by a simple majority of votes. In the event of a tied vote, the Chairperson or the person heading the relevant meeting shall have the casting vote, including in elections.
- (6) In urgent cases, resolutions may also be adopted without convening a meeting by means of a written vote or a vote by telephone or by e-mail if no member of the Supervisory Board objects to this procedure within two working days of receipt of a corresponding request. Resolutions passed in this form must be recorded in writing by the Chairperson of the Supervisory Board.
- (7) Items submitted by members of the Supervisory Board – at the latest six days prior to the meeting – to the Chairperson of the Supervisory Board must be placed on the agenda.
- (8) The Chairperson of the Supervisory Board or, if he/she is prevented from doing so, his/her Deputy shall chair the meetings of the Supervisory Board.
- (9) The members of the Management Board shall participate in the meetings of the Supervisory Board, unless the Supervisory Board decides otherwise in individual cases. Management Board members may be invited to attend committee meetings at the request of the committee concerned.

#### **Article 5 Confidentiality requirements**

- (1) Each member of the Supervisory Board is obliged to maintain secrecy in respect of all confidential information and secrets relating to the Company, in particular with regard to business and trade secrets that have become known to him/her through his/her activity on the Supervisory Board; this shall also apply subsequent to the termination of his/her office as a Supervisory Board member. Upon conclusion of his/her appointment, all confidential documents must be returned to the Chairperson of the Supervisory Board.

- (2) If a member of the Supervisory Board wishes to pass on to third parties information which he/she has obtained as a member of the Supervisory Board, he/she must inform the Chairperson of the Supervisory Board of this in advance.
- (3) Written reports by the Management Board to the Supervisory Board shall be forwarded to the members of the Supervisory Board, unless the Supervisory Board decides otherwise in individual cases.
- (4) Each member of the Supervisory Board shall be entitled to inspect the audit reports prepared by the auditors as well as related-party disclosure reports and any special reports that may exist. These reports shall not be handed out to the members of the Supervisory Board, unless the Supervisory Board decides otherwise in individual cases.

### **Article 6 Committees**

- (1) The Supervisory Board may form committees from among its members, establish rules of procedure for them, and – to the extent permitted by law – delegate appropriate tasks and powers to them.
- (2) The Supervisory Board shall appoint a committee member as committee chairperson.
- (3) The chairperson of the committee may consult members of the Supervisory Board who are not members of the committee. The committee may adopt its own rules of procedure.

### **Article 7 Personnel Committee**

- (1) The Supervisory Board shall elect a Personnel Committee from among its members.
- (2) By virtue of this function, the Chairperson of the Supervisory Board is a member and chairperson of the Personnel Committee.
- (3) The activities of the Personnel Committee are governed by its rules of procedure.

### **Article 8 Audit Committee**

- (1) The Supervisory Board shall elect an audit committee from among its members which has the following key tasks:
  - a. to monitor the accounting process
  - b. to monitor the effectiveness of the internal control system and the risk management system
  - c. to monitor the statutory audit of the separate and consolidated annual financial statements
  - d. to review and monitor the independence of the statutory auditor or audit firm, in particular any additional services provided to the audited entity
- (2) The activities of the Audit Committee are governed by its rules of procedure.

### **Article 9 Nomination Committee**

- (1) The Supervisory Board shall elect a Nomination Committee from among its members.
- (2) The Nomination Committee performs the task of recommending suitable candidates for the elections of shareholder representatives to the Supervisory Board.
- (3) The activities of the Nomination Committee are governed by its rules of procedure.

### **Article 10 Convening of committees**

- (1) The committees shall be convened by their respective chairpersons. Each member has the right to request the chairperson to convene the committee, stating the reason.
- (2) As a rule, notice of the meeting shall be given no fewer than three working days in advance.

### **Article 11 Quorum of committees**

- (1) The committees shall only be quorate if all members participate.
- (2) Resolutions of the committee are passed by a simple majority of votes unless the law and the articles of association provide otherwise. Resolutions may also be passed by voting in writing or by telephone or by fax or e-mail, provided that no member has lodged an immediate objection to this procedure.

### **Article 12 Minutes**

- (1) Minutes shall be taken of the meetings of the Supervisory Board and the committees, to be signed by the chairperson of the relevant meeting.
- (2) The minutes shall indicate the place and date of the meeting, the participants, the items on the agenda, the substance of the discussions, and the decisions taken.
- (3) Resolutions by the committees should be drawn up and signed at the relevant meeting.

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