

**Rules of procedure for the Supervisory Board of
EUROKAI GmbH & Co. KGaA
in the version of 4 April 2023**

Article 1

General principles

- 1.1 It shall be the task of the Supervisory Board regularly to advise and monitor the Management¹ in the direction of the Company. It must be involved in all decisions of fundamental importance for the Company, in particular through the submission of transactions requiring approval under Section 7 of the Statutes of the Company and Article 11 of these rules of procedure.
- 1.2 The rights and duties of the Members of the Supervisory Board are derived from the rules of statutory legislation, the Statutes of the Company, and these rules of procedure. The Members shall enjoy equal rights and duties and shall not be subject to directions.
- 1.3 The Management and Supervisory Board shall work closely and in confidence together in the interests of the Company.

Article 2

Membership of the Supervisory Board

- 2.1 Each Member of the Supervisory Board shall have a duty to maintain the interests of the Company, in compliance with the rules of due and proper company management. In reaching his decisions he must neither pursue personal interests nor exploit for himself such business opportunities as accrue to the Company.
- 2.2 Each Member of the Supervisory Board shall ensure that he has sufficient time available to undertake his duties.
- 2.3 No Member of the Supervisory Board must sit on the governing bodies, or provide consultancy services for, businesses which are in significant competition with the Company, nor must he have any personal relationship with a significant competitor. Each Member of the Supervisory Board must immediately disclose to the Chairman of the Supervisory Board any personal conflicts of interest which affect his work for the Supervisory Board. In such case he must not participate in or advise on any matter connected with the said conflict of interests. Significant and not merely temporary conflicts of

¹ Management in the sense of these rules of procedure shall mean the Management of Kurt F. W. A. Eckelmann GmbH of Hamburg, and this in turn as General Partner of EUROKAI GmbH & Co. KGaA, Hamburg.

interest in the person of a Member of the Supervisory Board shall entail the termination of his office.

- 2.4 The Members of the Supervisory Board shall follow the principles and recommendations of the German Corporate Governance Code (DCGK) in its version for the time being to which they are subject, unless in the compliance declaration required by Management and Supervisory Board under Section 161 of the German Joint Stock Companies Act (AktG) different provisions are stated for the Members of the Supervisory Board.

Article 3

Meetings of the Supervisory Board, summoning of of meetings and attendance

- 3.1 The Supervisory Board must hold two meetings in the calendar half-year. The dates shall be set in advance in consultation and agreement with the Management.
- 3.2 A meeting of the Supervisory Board must also be called, stating the purpose and reason thereof, if this is requested by a Member of the Supervisory Board or by the Management.
- 3.3 The meetings of the Supervisory Board shall be summoned by the Chairman of the Supervisory Board, giving notice of at least two weeks. In calculating this term the day on which the summons is despatched and the day on which the meeting is held shall not be counted. In urgent cases the Chairman of the Supervisory Board may shorten this term. The form of summons, the place of meeting or the way in which it is to be conducted, and the time of the meeting shall be determined by the Chairman of the Supervisory Board.
- 3.4 The items on the agenda must be communicated with the summons. The documents and resolutions for proposal required to deal with the agenda shall be transmitted along with the summons; should the urgency of the summons prevent the same, or should an independent summons be issued pursuant to Section 110, Paragraph 2 of the German Joint Stock Companies Act (AktG), transmission may be made at shorter notice. The agenda must be supplemented by particular items should a request to such effect by a Member of the Supervisory Board be delivered to the Chairman of the Supervisory Board no later than five calendar days prior to the meeting.
- 3.5 For the constitutive meeting of the Supervisory Board subsequent to each Annual General Meeting no summons shall be necessary. For the resolutions to be passed at this meeting, on the election of the Chairman of the Supervisory Board and his Deputy and on the establishment and composition of committees, no prior announcement of the items on the agenda shall be necessary.

Article 4

Chairman of the Supervisory Board and Deputy Chairman

- 4.1 At its first meeting following each Annual General Meeting the Supervisory Board, under the direction of the eldest Member of the Supervisory Board, shall elect from its number a Chairman and his Deputy for the period until the ending of the next Annual General Meeting.
- 4.2 Should the Chairman of the Supervisory Board or his Deputy resign from the Supervisory Board before the end of his term of office, the Supervisory Board shall immediately elect a successor for the remaining period of office of the person who has resigned.
- 4.3 The Chairman of the Supervisory Board shall coordinate the work of the Supervisory Board, conduct its meetings, stay in regular contact with the Management (Article 12.4) and attend to the affairs of the Supervisory Board in its external relations. He shall determine the sequence in which the items on the agenda are to be taken, and the type and sequence of voting, and may postpone the consideration of individual agenda items and of matters not connected with the agenda until the next meeting.
- 4.4 His Deputy shall have the same rights and duties as the Chairman of the Supervisory Board if the Chairman is prevented from officiating.

Article 5

Resolutions

- 5.1 The Supervisory Board shall be quorate if all Members of the Supervisory Board have been duly and properly summoned and at least three Members, including the Chairman or his Deputy, participate in the resolution. A Member of the Supervisory Board shall also participate in the resolution if he abstains in the vote.
- 5.2 A resolution may be taken on an item of the agenda which was not contained in the summons providing no Member of the Supervisory Board present objects. Absent members may object within a reasonable period, such period to be determined by the Chairman and notified in writing to all Members of the Supervisory Board in writing or in text form. The resolution shall only become effective if no absent Member of the Supervisory Board has objected in writing or text form within this period.
- 5.3 Resolutions of the Supervisory Board shall be passed by a simple majority, unless the law or the Statutes of the Company determine otherwise. This shall also apply to elections. In case of a tied vote, the Chairman of the Supervisory Board's vote shall decide, in the case of elections a lot shall be drawn. Before

a particular resolution is taken, the Chairman of the Supervisory Board may order a secret vote; he shall have a duty to do so if at least two Members of the Supervisory Board so require. Each Member shall have the right, however, to have his vote (i.e. either "in favour", "against" or "abstain") entered separately in the Minutes.

- 5.4 An absent Member of the Supervisory Board may participate in the taking of a resolution by transmitting his vote in text form to the Chairman of the Supervisory Board. The written document must be appended to the Minutes of the Meeting. The right to participate according to Article 5.5 remains unaffected.
- 5.5 A resolution of the Supervisory Board may, upon the order of the Chairman, also be taken in a telephone, video or online conference, or outside a meeting through votes transmitted telephonically or in text form (also in a combination of these channels) if all Members declare their agreement to this way of taking the resolution or participate therein. Should not all Members of the Supervisory Board participate in so taking a resolution, the resolution shall be passed if none of the Members of the Supervisory Board who did not participate in taking the resolution do not object within a reasonable period, such period to be set by the Chairman. Article 5.2 shall apply correspondingly.
- 5.6 A charge that a resolution of the Supervisory Board is invalid must be brought by a complaint within one month following cognizance of the said resolution.

Article 6

Minutes of meeting and resolutions

- 6.1 Minutes must be kept of the meetings of the Supervisory Board and its resolutions. The Minutes must state the place or way in which the meeting was held and the day of the meeting, those present, the items on the agenda, the essential content of the deliberations, and the resolutions. The Chairman of the Supervisory Board (or his Deputy if he is prevented from officiating) may appoint a Third Party as secretary. The Minutes must be signed by the Chairman of the Supervisory Board irrespective of the person officiating as secretary.
- 6.2 A transcript of the Minutes pursuant to Article 6.1 must be sent to the Members of the Supervisory Board within two weeks following the meeting; transmission in text form shall suffice. They shall be deemed to be approved if no Member of the Supervisory Board or of the committee who has participated in the resolution objects at the next meeting of the Supervisory Board or of the committee. Minutes of the meeting of a committee must also be sent to those Members of the Supervisory Board who do not belong to the said committee. A document of the Minutes in text form must be stored with the Company.

- 6.3 Signed minutes of resolutions taken outside meetings pursuant to Article 5.5 must be drawn up by the Chairman of the Supervisory Board (exceptions hereto shall be resolutions which have already been taken in the textual procedure); Articles 6.1 and 6.2 shall apply correspondingly.

Article 7

Committees

- 7.1 The Supervisory Board shall establish an Audit Committee.
- 7.2 The Supervisory Board shall further form from its number advisory and – as far as the law and the Statutes of the Company allow – resolution-taking committees, as far as this is requisite.
- 7.3 The Supervisory Board shall decide on the composition, the chairman and the task of the committee, taking into account the statutory provisions and the provisions of the German Corporate Governance Code (Code), as amended from time to time. The members of the committee shall be appointed for the term of their office as Members of the Supervisory Board, unless in their election a shorter period of office is determined.
- 7.4 Each committee chairman shall regularly make report to the Supervisory Board on the work of the committee.
- 7.5 The regulations set for the Supervisory Board in the Statutes of the Company and in these rules of procedure shall apply correspondingly to the committees.

Article 8

Audit Committee

- 8.1 The Audit Committee shall comprise at least three Members, including the Chairman of the Supervisory Board.
- 8.2 At least one member of the Audit Committee must have expertise in the field of accounting and at least one other member of the audit committee must have expertise in the field of auditing.
- 8.3 The Chairman of the Audit Committee shall have appropriate expertise in one of the areas stated above under Article 8.2, and shall be independent. He shall not be the Chairman of the Supervisory Board at the same time.
- 8.4 The Audit Committee shall only be quorate if at least three of its members participate in its resolutions. Article 5.4 shall apply.

8.5 The Audit Committee shall address itself to

- a) The audit of the accounting and the monitoring of the accounting process, including audit of the documents pertaining to the annual and consolidated financial statements, the Management Reports, the Dependency Report, preparations for the decision on approval of the annual and consolidated financial statements, and the proposal for the application of the balance-sheet profit;
- b) The efficacy of the internal control system, of the risk-management system, and of compliance;
- c) The audit of the Financial Statements, including the quality of the audit, the independence of the auditor and any supplementary audit services provided by the auditor, the determination of the focal points of the audit, the agreement on fees with the auditor, and the preparations for the recommendation to the Annual General meeting on the choice of an auditor; and
- d) The audit of the sustainability reporting.

8.6 The Chairman of the Supervisory Board shall be authorised to award the the audit engagement to the auditor, giving due consideration to the vote of the Supervisory Board, and to conclude the fee agreement.

8.7 The Supervisory Board may undertake the tasks of the Audit Committee directly, insofar as it considers this necessary.

Article 9

Representation

The Supervisory Board shall be represented in relations with the Company's other governing bodies and Third Parties by the Supervisory Board's Chairman. The Chairman of the Supervisory Board shall be authorised to issue the Supervisory Board's declarations of intent and those of its committees in the name of the Supervisory Board.

Article 10

Attendance of Management at meetings

10.1 The Management shall attend the meetings of the Supervisory Board unless either the Chairman of the Supervisory Board determines otherwise or a Member of the Supervisory Board request that the Management not attend the

meeting or certain parts thereof. The Supervisory Board shall meet on a regular basis, however, also without the Management.

- 10.2 The Management shall attend the meetings of committees if the chairman of the committee so determines.
- 10.3 The Chairman of the Supervisory Board shall determine in the individual case which Third Parties are called in to consider particular items on the agenda at meetings of the Supervisory Board. The auditor shall attend the meetings of the Audit Committee and the deliberations at the Supervisory Board regarding the annual and consolidated financial statements.
- 10.4 If the auditor is called in as an expert, the Management shall not attend this meeting unless the Supervisory Board or the Audit Committee deems its attendance necessary.

Article 11

Reservation of approval by the Supervisory Board

- 11.1 The Management shall submit to the Supervisory Board, no later than 31 March of each year, a corporate plan for EUROKAI for approval. This shall consist of:
- a) A plan for the year, with budget account/income statement (including forecast capital-flow account, staff, capital-investment and financial planning);
 - b) An updated medium-term corporate plan, at least for the following three years, which shall also contain different scenarios for development;
 - c) The target picture and the corporate strategy.
- 11.2 In addition, at the latest by 31 March of each year, the Management shall submit the plans, including the pursued diversity and sustainability concepts, for the CONTSHIP Italia and EUROGATE Segments to the Supervisory Board for information purposes.
- 11.3 The Management must obtain the prior approval of the Supervisory Board for any unusual business transactions. These shall include in particular:
- a) Amendments to corporate/Group planning (in its overall picture) and/or to corporate strategy;
 - b) All measures set out in Section 7 of the Company's Statutes;

- c) Transactions and measures which are of fundamental or prejudicial importance for the strategic or competitive positioning of the Company or its affiliated companies, including the companies of the EUROGATE Group;
- d) All other transactions or measures which fundamentally change the assets, financial situation or earnings or the commercial or reputational risk profile of the Company or of its affiliated companies, including the companies of the EUROGATE Group, unless they have already been permitted by the approval of the Supervisory Board, including overshoots of the overall approved amount of capital investment;
- e) Assumption of sureties, guarantees or similar securities, investment of cash funds other than in the form of fixed-term and time deposits and derivative financial transactions, insofar as these are not transactions in EURO via interest swaps, forward-rate agreements, options on interest swaps, interest caps and interest floors for the interest-related design of financial positions in matched amounts and with matching maturities, or to secure the take-up of loans approved in the financial plan.
- f) Grant of donations, gifts or other voluntary contributions of more than EUR 10,000 in the individual case and if EUR 50,000 a year is to be exceeded;
- g) Conclusion of contracts which the Company intends to conclude with Members of the Supervisory Board or with the Members of the Management or with persons closely connected with these Members or with businesses personally connected closely with them; and
- h) Transactions which may be affected by a possible conflict of interests on the part of a Member of the Management; the interest concerned must be disclosed in the request for approval by the Supervisory Board.

11.4 The Management must ensure that the provisions of Article 11.1 and 11.3 are subject to compliance in full detail also by the managements of the direct and indirect subsidiaries of the Company. Transactions and measures taken by direct and indirect subsidiaries of the Company, which in a strategic, competitive, financial or reputational respect are of particular importance for the Company and/or the overall Group, in adherence to the considerations set out under Article 11.3, must be submitted to the Company's Supervisory Board for a resolution. This shall apply irrespective of whether these transactions and measures, under the Articles of Association of these direct and indirect subsidiaries, require the approval of the Shareholders' Meeting.

Article 12

Management's duty of reporting

- 12.1 The Supervisory Board must be informed regularly, without delay and comprehensively, in particular of all questions relevant to the company of target and strategy, the diversification and sustainability concept, the planning, the course of business, deviations from plan, the risk position, the risk management and compliance. Rules issued separately by the Supervisory Board on duties of reporting and information must be followed.
- 12.2 Periodic reporting shall as a rule be in writing, whereby a transmission in text form shall suffice. In urgent cases the Management may initially make its report in writing or telephonically; requisition of a written or textual report shall not be affected thereby.
- 12.3 The Management shall report to the Supervisory Board pursuant to Section 90 of the German Joint Stock Companies Act (AktG) on the items for report determined therein in the reporting periods pertaining thereto, in particular:
- a) Quarterly, in writing or text form
 - on the development and implementation of corporate planning for the current business year (target/actual comparison), also in comparison with the previous year, to include comparable data from the subsidiary and affiliated companies, in each case with deviation analysis and with prospect for the anticipated course of the business year; and
 - on the general conditions of significance for the development and position of the Company, e.g. development in the Company's markets, behaviour of significant interest groups (stakeholders), relevant changes to currency exchange rates;
 - b) Annually
 - on the development and updating of the compliance-management system, the risk-monitoring system and the Company's diversity and sustainability concepts;
 - on the expert reports which the Company has commissioned having an order value of more than EUR 25,000, at least stating the title of the report, the report and the value of the order or fee;
 - c) Immediately

- on all business transactions in the Company or a subsidiary or affiliated company which are of significant importance for the position, liquidity, profitability, development and management of the Company; or
- on any intended departure from the target picture or from the corporate strategy.

12.4 The Chairman of the Supervisory Board shall maintain continuous contact with the Management between the meetings of the Supervisory Board and shall deliberate with it on questions and events which are of significance for the position, liquidity, profitability, development and management of the Company. Should the Chairman of the Supervisory Board become cognizant of such circumstances between meetings, he shall notify the other Members of the Supervisory Board thereof and, if necessary, summon an extraordinary Supervisory Board meeting.

Article 13

Confidentiality

13.1 Each Member of the Supervisory Board shall have a duty not to disclose the course of the meeting and its outcome, nor any other confidential matters of the Company or companies affiliated with it, unless a statutory legal duty collides therewith. The Members of the Supervisory Board must ensure that the staff and consultants which they engage also comply with this duty. The foregoing duties shall continue even after the ending of a Member of the Supervisory Board's period of office. Should their membership of the Supervisory Board end, its Members shall have a duty to surrender into the hands of the Chairman of the Supervisory Board all documents and electronic records which refer to the Company's confidential affairs, or to destroy them. The Members of the Supervisory Board shall have no right of retention to such documents.

13.2 Should a Member of the Supervisory Board intend to pass on information on the affairs of the Company or of companies affiliated therewith to Third Parties, unless such transmission is obviously permissible he must notify the Chairman of the Supervisory Board thereof in advance and may only pass this information on following permission by the Chairman of the Supervisory Board; this may entail a decision by the Supervisory Board.

Article 14

Self-assessment

14.1 The Supervisory Board shall regularly check to ascertain how effectively it as a whole and its committees are fulfilling their tasks and shall report thereon in the Declaration on Corporate Management.

Article 15

Validity

15.1 These rules of procedure shall remain in force for such time until the Supervisory Board resolves otherwise.

15.2 In the individual case the Supervisory Board may resolve by a simple majority to deviate from these rules of procedure.

Hamburg, 4 April 2023