

Rules of Procedure for the Supervisory Board of Encavis AG

The Supervisory Board adopts its rules of procedure in accordance with the Articles of Association as follows:

§ 1 General information

The Supervisory Board conducts its business in accordance with the applicable provisions of the law, the Articles of Association and these Rules of Procedure.

§2 Chairman and Deputy Chairman

- 1) The Supervisory Board elects a Chairman and a Deputy Chairman from among its members following the Annual General Meeting at the end of which the term of office of the Chairman of the Supervisory Board ends, but at least every three years. In the election of the Chairman, the oldest member in terms of age takes the chair. If the election results in a tie, the Chairman shall have the casting vote. The election is held for the term of office of the elected members or a shorter period determined by the Supervisory Board at the time of the election. The deputy has the rights and duties of the Chairman of the Supervisory Board if the latter is unable to attend.
- 2) If the Chairman or Deputy Chairman resigns before the end of their term of office, the Supervisory Board must immediately hold a new election for the remaining term of office of the resigning member.

§3 Convening

- 1) The Supervisory Board should meet once every calendar quarter and must meet twice every half calendar year. It must also be convened if this is requested by a member of the Supervisory Board or the Executive Board, stating the purpose and reasons. Such a meeting must be held within two weeks of being convened. If the request is not complied with, the Supervisory Board member or the Executive Board may convene the Supervisory Board itself, stating the facts of the case and an agenda.
- 2) The Chairman, or alternatively his deputy, convenes the meetings of the Supervisory Board verbally, by telephone, in writing or electronically with a notice period of ten days. This period may be shortened in urgent cases.
- 3) The agenda must be supplemented if a member of the Supervisory Board or the Executive Board requests this, stating the purpose and reasons, and the supplement can be and is communicated at least five days before the day of the meeting.
- 4) The items on the agenda must be communicated when the meeting is convened. If an agenda has not been duly announced, a resolution may only be passed if no

Supervisory Board member objects before the resolution is passed. In such a case, absent Supervisory Board members must be given the opportunity to object to the resolution or to cast their vote in writing within a reasonable period of time to be determined by the Chairman. The resolution shall only become effective if the absent Supervisory Board members have not objected within the specified period.

- 5) The meetings of the Supervisory Board take place at the company's registered office or at another venue to be announced in the invitation.

§4 Resolution

- 1) Resolutions of the Supervisory Board are passed in meetings. Resolutions of the Supervisory Board can also be passed by obtaining votes in text form, by telephone, by video conference or using other electronic media (e.g. email). This also applies to the participation of individual members in a meeting of the Supervisory Board. The Chairman shall decide on the form of the resolution. The Chairman must record the result in minutes.
- 2) Meetings are chaired by the Chairman of the Supervisory Board. The Chairman determines the order in which the items on the agenda are discussed and the type of voting.
- 3) The Supervisory Board is quorate if half of its members in accordance with Section 10 (1) of the Articles of Association - but at least three members - participate in the passing of resolutions. A member also participates in the passing of a resolution if he or she abstains from voting.
- 4) If they are unable to attend the meeting themselves, the members of the Supervisory Board may have their written votes submitted by other Supervisory Board members at the Supervisory Board meeting. Votes submitted by fax or electronic media are also deemed to be written votes. This also applies to the Chairman of the Supervisory Board and his deputy with regard to his second vote.
- 5) The resolutions of the Supervisory Board require a majority of the votes cast. In the event of a tie, the Chairman has the casting vote; if the Chairman abstains from voting, the Deputy Chairman of the Supervisory Board has the casting vote.
- 6) The Chairman of the Supervisory Board is authorised to make the declarations required to implement the resolutions of the Supervisory Board and to receive declarations to the Supervisory Board on behalf of the Supervisory Board.
- 7) Minutes must be taken of the meetings of the Supervisory Board and signed by the Chairman. The minutes must state the place and date of the meeting, the participants, the items on the agenda, the main content of the discussions and the resolutions of the Supervisory Board. A breach of sentence 1 or sentence 2 shall not render a resolution invalid. Each member of the Supervisory Board must be provided with a copy of the minutes of the meeting upon request.
- 8) The original of the minutes shall be filed with the company's records. The minutes shall be deemed approved if no member of the Supervisory Board who participated in the adoption of the resolution objects to them at the following Supervisory Board meeting.

§5 Confidentiality

- 1) The members of the Supervisory Board must maintain confidentiality vis-à-vis third parties with regard to any facts of which they become aware in the course of their activities as members of the Supervisory Board and the disclosure of which could harm the interests of the company or one of its affiliated companies, in particular with regard to confidential reports and confidential consultations received, unless this is contrary to mandatory statutory provisions. This obligation also applies after termination of their office. The duty of confidentiality applies in particular to votes cast, the course of the debate, statements and personal comments made by individual Supervisory Board members.
- 2) If a member of the Supervisory Board intends to disclose information to third parties that is not obviously authorised, the Chairman of the Supervisory Board must be informed in advance. If the Chairman does not agree to the disclosure, he must inform the other members of the Supervisory Board and obtain a statement from the Supervisory Board without delay. Until this statement has been issued, the Supervisory Board member in question must maintain confidentiality regarding the facts that have become known to him through his office.
- 3) Upon leaving office, the members of the Supervisory Board are obliged to keep all documents such as papers, correspondence, records and the like as well as electronic documents and files relating to company matters in their possession in such a way that third parties cannot access them. This obligation also extends to duplicates and photocopies.

§6 Committees

- 1) The Supervisory Board may form one or more committees from among its members, in particular to prepare its discussions and resolutions or to monitor the implementation of its resolutions. To the extent permitted by law, resolutions may be delegated to these committees.
- 2) The Supervisory Board must form a Personnel and Nomination Committee as set out in Section 7 below and an Audit and ESG Committee as set out in Section 8 below.
- 3) The tasks pursuant to section 107 para. 1 sentence 1, section 59 para. 3, section 77 para. 2 sentence 1, section 84 para. 1 sentences 1 and 3, para. 2 and para. 3 as well as para. 4 sentence 1, section 87 para. 1 and para. 2 sentences 1 and 2, section 111 para. 3, sections 171, 314 para. 2 and 3 AktG as well as resolutions that certain types of transactions may only be carried out with the approval of the Supervisory Board cannot be assigned to a committee for resolution in place of the Supervisory Board.
- 4) The Supervisory Board must receive regular and appropriate reports on the work of the committees. If the Chairman of the Supervisory Board is not a member of a committee, the Chairman of the Supervisory Board must also be informed immediately of all significant findings relating to the work of the respective committee.

- 5) The provisions of the Articles of Association and these Rules of Procedure relating to the Supervisory Board shall apply mutatis mutandis to the Supervisory Board committees within the framework of the statutory provisions, unless otherwise stipulated in the rules of procedure issued for the committees.

§7

Personnel and Nomination Committee

- 1) The Chairman of the Supervisory Board is the Chairman of the Personnel and Nomination Committee.
- 2) The Personnel and Nomination Committee prepares the personnel decisions of the Supervisory Board, in particular by making proposals for the appointment, extension of appointment or dismissal of members of the Management Board.
- 3) In addition, the Personnel and Nomination Committee submits a proposal for the Supervisory Board's resolution on a clear and comprehensible remuneration system for the Executive Board and its regular review.
- 4) The Personnel and Nomination Committee also prepares the conclusion, amendment and termination of the employment contracts with the members of the Management Board, including the preparation of the Supervisory Board's resolution on the determination of the total remuneration of the individual Management Board member within the meaning of Section 87 AktG. It must be ensured that the total remuneration is commensurate with the duties and performance of the Executive Board member and the situation of the company and does not exceed the usual remuneration without special reasons. The remuneration structure must be geared towards sustainable and long-term corporate development. The remuneration of the members of the Management Board must contribute to the promotion of the business strategy and the long-term development of the company
- 5) In its function as the Personnel and Nomination Committee, it is also responsible for proposing suitable candidates for election to the Supervisory Board to the Annual General Meeting, taking into account the objectives for the competence profile of the Supervisory Board for its composition.
- 6) The Personnel and Nomination Committee regularly discusses long-term succession planning for the Management Board.
- 7) Members of the Executive Board or Supervisory Board disclose conflicts of interest to the Personnel and Nomination Committee instead of the Supervisory Board. The Chairman of the committee is responsible for receiving the declarations.

§8

Audit and ESG Committee

- 1) The Audit and ESG Committee is responsible for monitoring the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system as well as the audit of the financial statements.

- 2) It also deals with issues relating to the necessary independence of the auditor, the issuing of the audit mandate to the auditor, the determination of audit focal points and the fee agreement as well as the additional services provided by the auditor. The Audit and ESG Committee regularly assesses the quality of the audit.
- 3) The Audit and ESG Committee prepares the Supervisory Board's proposal to the Annual General Meeting for the election of the auditor and makes a reasoned recommendation which, in cases where the audit mandate is put out to tender, includes at least two candidates on which the Supervisory Board's proposal is to be based.
- 4) In order to verify the independence of the auditor, the Audit and ESG Committee obtains a declaration from the auditor regarding any grounds for disqualification or partiality before submitting the election proposal. During their work, the auditor reports directly to the Audit and ESG Committee.
- 5) The members of the Audit and ESG Committee receive the annual financial statements, the management report, the proposal on the appropriation of net retained profits, the half-yearly reports and quarterly statements or financial reports, the consolidated financial statements and the Group management report and - if these are not already part of the (Group) management report - the non-financial report and the separate non-financial Group report.
- 6) The Audit and ESG Committee prepares the Supervisory Board's decision on the adoption of the annual financial statements and the approval of the consolidated financial statements. For this purpose, it is responsible for a preliminary review of the annual financial statements, the management report, the consolidated financial statements, the Group management report and the proposal for the appropriation of profits as well as - if these are not already part of the (Group) management report - the separate non-financial report and the separate non-financial Group report.

§9

Participation in meetings of the Supervisory Board or committees

- 1) The members of the Executive Board attend the meetings of the Supervisory Board, unless the Supervisory Board decides otherwise in individual cases. The Chairman of the Supervisory Board may authorise other persons to attend Supervisory Board meetings in individual cases; this applies in particular to a secretary to be appointed by the Chairman of the Supervisory Board if the secretary is not a member of the Supervisory Board.
- 2) The provision of paragraph (1) applies accordingly to negotiations of Supervisory Board committees.
- 3) If, in accordance with these provisions, third parties participate in Supervisory Board meetings or meetings of its committees who are not obliged to maintain confidentiality by virtue of their profession, a separate confidentiality agreement must be obtained from the Chairman of the Supervisory Board in accordance with Section 5 of these Rules of Procedure.

§10

Transactions requiring approval

- 1) Transactions by the Executive Board or persons authorised by the Executive Board require the approval of the Supervisory Board if they involve decisions or measures requiring approval in accordance with the Executive Board's rules of procedure or other decisions or measures of fundamental importance that fundamentally change the net assets, financial position or results of operations of the company.
- 2) In the case of transactions requiring approval, where a Supervisory Board resolution cannot be obtained in good time without jeopardising important interests of the company, the Chairman of the Supervisory Board must be informed in advance of the planned measure or decision and the subsequent approval of the Supervisory Board must be obtained without delay.
- 3) The Supervisory Board may determine further transactions that require its approval.

§11

Duty to inform

- 1) The Supervisory Board monitors the reporting obligations of the Management Board in accordance with Section 90 AktG.
- 2) The Chairman of the Management Board is responsible for reporting. The subject matter of the report is determined in accordance with Section 90 (1) AktG; the timing of the report is determined in accordance with Section 90 (2) AktG.
- 3) The Supervisory Board can request a report from the Management Board at any time on company matters, on its legal and business relationships with affiliated companies and on business transactions at these companies that could have a significant impact on the company's situation. An individual member may also request a report, but only to the Supervisory Board.
- 4) As part of the reporting in accordance with paragraphs (1) and (2) above, the Supervisory Board must be regularly informed at its meetings about the intended business policy and other fundamental issues of the company. The Chairman of the Management Board must immediately report to the Supervisory Board or the Chairman of the Supervisory Board in writing or verbally on all matters of material importance, in particular any deficiencies in the monitoring systems to be set up by the Management Board in accordance with Section 91 (2) AktG.

§ 12

Auditor

- 1) The Supervisory Board commissions the auditor to audit the annual financial statements and the consolidated financial statements in accordance with Section 290 HGB.
- 2) The documents pursuant to Section 170 (1) and (2) AktG and audit reports pursuant to Section 321 HGB must be submitted to each member of the Supervisory Board or, if an Audit and ESG Committee has been formed and the Supervisory Board has resolved this, only to the members of the Audit and ESG Committee.

- 3) The Supervisory Board must review the annual financial statements, the management report and the proposal for the appropriation of net retained profits, and in the case of parent companies (Section 290 (1) and (2) of the German Commercial Code) also the consolidated financial statements and the Group management report. A preparatory report by the Audit and ESG Committee may form the basis of the audit, but must in turn be reviewed by the full Supervisory Board. The Supervisory Board must report on the results of the audit in writing to the Annual General Meeting. The content of this reporting obligation is determined in accordance with Section 171 (2) AktG.
- 4) The auditor must take part in the discussions of the Supervisory Board and the Audit and ESG Committee on the documents specified in Section 171 (1) AktG and report on the key findings of its audit.

§ 13

Internal organisation of the Supervisory Board

- 1) Each member of the Supervisory Board is obliged to disclose any conflicts of interest to the Chairman of the Supervisory Board without delay.
- 2) In its report to the Annual General Meeting, the Supervisory Board provides information on any conflicts of interest that have arisen and how they were handled. Significant and not merely temporary conflicts of interest in the person of a Supervisory Board member should lead to the termination of the mandate.
- 3) Supervisory Board members may not pursue any personal interests in their decisions or utilise business opportunities to which the company or its Group companies are entitled for themselves. In the event of potential conflicts of interest, the interests of the company take precedence and the Supervisory Board members concerned are required to abstain from voting.
- 4) All transactions between the company and members of the Supervisory Board and persons or companies related to the latter must comply with the standards customary in the industry. If a member of the Supervisory Board undertakes to perform activities of a higher nature for the company outside of their work on the Supervisory Board by means of a service contract that does not establish an employment relationship or by means of a contract for work, the validity of the contract is subject to the approval of the Supervisory Board.
- 5) The company may only grant loans to its Supervisory Board members with the consent of the Supervisory Board.
- 6) Members of the Supervisory Board may not demand or accept benefits or other advantages in connection with their activities, either for themselves or for third parties, insofar as the interests of the company are impaired as a result.
- 7) Supervisory Board members should not exercise any executive or advisory functions at major competitors of the company without the consent of the Supervisory Board.
- 8) The Supervisory Board regularly assesses the effectiveness of the fulfilment of tasks by the Supervisory Board as a whole and by its committees, generally every two years.

§ 14

Training and further education programmes

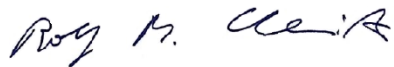
The members of the Supervisory Board are responsible for the training and development measures required for their duties. The company shall provide the members of the Supervisory Board with appropriate support during their induction to office as well as the training and further education measures and report on the measures carried out in the Supervisory Board report.

§ 15

Validity

These rules of procedure were adopted by resolution of the Supervisory Board on 5 June 2024 and replace the rules of procedure dated 24 March 2022. They shall remain in force until the Supervisory Board decides otherwise.

The Supervisory Board



Dr Rolf Martin Schmitz
Chairman