

**Rules of procedure for the Supervisory Board of
Verbio SE
dated 02.02.2024**

The Supervisory Board of the Company issues itself with the following rules of procedure:

**§ 1
Tasks**

The Supervisory Board is obliged to work in cooperation with the Management Board for the benefit of and in the interests of the Company, acting in accordance with the legal requirements, the articles of association and these rules of procedure. With the exception of the tasks assigned to the Chairman of the Supervisory Board, all members of the Supervisory Board have the same rights and obligations and shall not be bound by any instructions.

**§ 2
Chairman and Vice-Chairman**

- (1) Following the annual general meeting in which all the members of the Supervisory Board requiring election by the annual general meeting are newly appointed, at its first meeting held without special invitation and with the Supervisory Board member present who is the most senior in age acting as Chairman of the meeting, the Supervisory Board appoints one of its members to act as Chairman and a further member to act as Vice-Chairman.
- (2) The election is valid for the respective period of office of the elected member of the Supervisory Board. Should, during their period of office, the Chairman of the Supervisory Board or his Vice-Chairman cease to hold office, a new election shall be held for the remaining period of office of the departing member without delay.
- (3) The Chairman coordinates the work of the Supervisory Board.
- (4) In all cases the Vice-Chairman shall perform the role of acting Chairman when the Chairman is unable to fulfil his obligations as Chairman of the Supervisory Board, unless the articles of association or these rules of procedure provide otherwise. When the Vice-Chairman performs the role of acting Chairman he shall, in all cases, have the same rights as the Chairman of the Supervisory Board.

**§ 3
Meetings**

- (1) The Supervisory Board should hold a meeting in each quarter of each calendar year, and it must hold at least two meetings in each half-year.
- (2) Invitations to Supervisory Board meetings shall be issued by the Chairman of the Supervisory Board, or by the Vice-Chairman of the Supervisory Board in the event of the Chairman being

indisposed; the invitations shall be issued at least fourteen days before the date of the meeting in text form, unless otherwise provided for by law or by the articles of association. When calculating the notice period, the day of dispatching the invitation and the day of the meeting shall not be considered. The invitation shall include details of the venue for the meeting and the agenda, together with a description of the proposed resolutions to be considered. Any necessary accompanying documents that need to be prepared shall be provided to the members of the Supervisory Board as early as possible.

- (3) In cases which are considered urgent the invitation can be made at shorter notice in verbal form, by telephone, by fax or by electronic means; however, in such cases there must still be at least four days' notice between the invitation and the date of the meeting. § 2 sentence 2 shall apply accordingly.
- (4) Requests for the agenda that are submitted to the Chairman of the Supervisory Board by members of the Supervisory Board at least ten days before the meeting shall be included on the agenda. The Chairman of the Supervisory Board shall communicate such requests to all members of the Supervisory Board without delay.
- (5) Topics or requests that are not on the agenda or that are not properly communicated to the members of the Supervisory Board may only be put forward for approval if no member of the Supervisory Board has any objection thereto, and provided members of the Supervisory Board who are not present shall have the opportunity to cast their vote on a subsequent occasion within a reasonable period of time to be determined by the Chairman.
- (6) The Report from the Supervisory Board shall include a statement explaining the number of meetings that were attended by each member of the Supervisory Board. Participating in a meeting by telephone or by means of a video conference shall count as attending that meeting; however, this should be the exception and not the rule.
- (7) If necessary, the Supervisory Board may meet without the attendance of the Management Board.

§ 4

Circulation procedure

It is permitted to hold meetings and approve resolutions of the Supervisory Board in writing, by telephone, telex or by use of other remote communication forms, provided no member of the Supervisory Board objects to their use.

§ 5

Minutes

Minutes shall be taken to document the meetings held by the Supervisory Board and the resolutions made. The minutes shall be signed by the Chairman of the meeting and retained by the Verbio SE legal department. Each member of the Supervisory Board shall be provided with a copy of the

minutes of the Supervisory Board meetings. A member may request that his vote be documented in the minutes.

§ 6

Membership of the Supervisory Board

- (1) Each member of the Supervisory Board must possess the knowledge, skills and technical experience necessary to perform the tasks allocated to him. Only persons who have not completed their 75th year of age are eligible for proposal for election to the Supervisory Board. Each member of the Supervisory Board must ensure that they have sufficient time available for the performance of their duties.
- (2) A member of the Supervisory Board who is simultaneously a member of a Management Board of a Company listed on a stock exchange may not hold more than two positions in companies listed on a stock exchange external to the Group as a member of a Supervisory Board (or a comparable position), and may not hold a position as a Chairman of a Supervisory Board of a Company listed on a stock exchange.
- (3) The Supervisory Board shall include independent members, the number of which it may determine at its own discretion. A member of the Supervisory Board is regarded as independent when the member is independent of the Company and its Management Board and independent of any controlling shareholder. More than half of the shareholders' representatives shall be independent of the Company and the Management Board. A member of the Supervisory Board is independent of the Company and its Management Board when the member has no private or business relationship to the Company or its Management Board which could give rise to a significant conflict of interest that is not of a temporary nature.
- (4) The Supervisory Board should not have more than two members who are former members of the Management Board. Members of the Supervisory Board may not hold any roles as members of corporate bodies or positions as consultants of any significant competitor of the Company.
- (5) The above rules shall be observed when making proposals for election to the Supervisory Board. In doing so, the Company's international activity and potential conflicts of interest shall also be observed.
- (6) The members of the Supervisory Board follow the relevant recommendations of the German Corporate Governance Code, to the extent that these are not declared as exceptions approved by a majority resolution in the annual declaration of conformity which is issued together with the Management Board.

§ 7

Rules of the Supervisory Board

- (1) Each member of the Supervisory Board is obliged to act in the interests of the Company.

When making decisions, a member may not act in his own interests or make use of business opportunities that are available to the Company for his own purposes.

- (2) Each member of the Supervisory Board shall make disclosure to the Supervisory Board of conflicts of interest, in particular those that could arise in connection with a consultancy or membership of a corporate body of a customer, supplier, lender, or other business partner of the Company. Significant conflicts of interest for a member of the Supervisory Board that are not of a temporary nature should lead to the term of office of that member being ended. The Supervisory Board shall inform the annual general meeting about conflicts of interest that arise and the manner in which they are resolved.
- (3) Members of the Supervisory Board may not request or accept gifts or other advantages for themselves or for the benefit of others in connection with their activities to the extent that such gifts or advantages may be damaging to the interests of the Company or its customers.
- (4) All transactions entered into by members of the Supervisory Board in shares of Verbio SE, or in financial instruments that are based on those shares, shall be reported to the Company without delay and, if applicable, reported with the Company in accordance with the legal requirements.

§ 8

Re-appointment of the members of the Management Board

The re-appointment of a member of the Management Board prior to one year before the expiry of that member's current appointment, together with a cancellation of the current appointment, is only permitted in exceptional circumstances.

§ 9

Confidentiality obligation

- (1) Each member of the Supervisory Board is obliged to maintain confidentiality over all information pertaining to trade secrets, other confidential issues and all confidential information belonging to Verbio SE and its affiliated companies obtained as a result of his position as member of the Supervisory Board; this obligation also applies after the member ceases to be a member of the Supervisory Board. This obligation also applies in particular to confidential reports received and to confidential meetings. All confidential documents shall be returned to Verbio SE at the end of the member's term of office. Members of the Supervisory Board are required to ensure that any employees or consultants engaged by them shall also comply with these confidentiality obligations.
- (2) Should a member of the Supervisory Board wish to communicate confidential information obtained as a result of his position as a member of the Supervisory Board to a third party, he shall inform the Chairman of the Supervisory Board of this intention in advance, unless it is self-evident that the transmission of the information is permissible.

- (3) The audit reports issued by the auditors engaged by the Supervisory Board shall be issued to all members of the Supervisory Board. They shall be returned after the meeting in which the annual financial statements are adopted and the consolidated financial statements are approved, respectively.

§ 10 **Reporting**

- (1) The Supervisory Board shall ensure that the Management Board meets the reporting obligations required of it in § 90 AktG as well as the reporting obligations between the Management and Supervisory Boards.
- (2) The reporting obligations are the responsibility of the Chief Executive Officer; all members of the Management Board are required to support the Chief Executive Officer in this task. The Management Board is required to present the Supervisory Board with a report, which as a rule shall be provided in writing, on the reporting issues concerning Verbio SE described in § 90 AktG. In individual cases, to the extent necessary, reports shall be made verbally on a timely basis. Written reports can also be provided to the members of the Supervisory Board by fax or by electronic means.
- (3) In connection with the reporting in accordance with paragraph 1, the Supervisory Board, in its meetings, shall be provided with information on a regular basis about planned business policies and other fundamental issues concerning the business, in particular concerning its net assets, financial position and results of operations, its risk position, risk management and risk controlling. In addition, a report shall be made at least once annually concerning fundamental issues related to the business planning, in particular the financial and personnel planning.
- (4) The Supervisory Board makes resolutions on the structure of the remuneration system for the Management Board, and re-examines this on a regular basis.
- (5) The Chairman of the Supervisory Board maintains contact with the Management Board, in particular with the Chief Executive Officer, on a regular basis, and together with him supervises the strategy, business development and risk management of Verbio SE. The Chairman of the Supervisory Board shall be informed by the Chief Executive Officer on a timely basis concerning important events which are of significant importance for the assessment of the Company's situation and its development, as well as for the management of the business. The Chairman of the Supervisory Board will then inform the Supervisory Board, and if necessary call an extraordinary Supervisory Board meeting.

§ 11 **Honorary membership/honorary chairman**

- (1) The Supervisory Board can award the title "Honorary member of the Supervisory Board" to former members who have rendered outstanding services to the Company. When that member is a former Chairman, the title "Honorary Chairman of the Supervisory Board" can also

be awarded.

- (2) An honorary member of the Supervisory Board is not a member of the Supervisory Board and not their equal; in particular, an honorary member does not have the same organisational rights that accrue to a member of the Supervisory Board. Honorary members of the Supervisory Board may participate in meetings of the Supervisory Board, if invited to do so by the Chairman of the Supervisory Board, provided this is permitted by law. Honorary members may participate in discussions held in such meetings; however, they have no voting rights.
- (3) The Chairman of the Supervisory Board shall invite the honorary members, provided no member of the Supervisory Board raises any objection to the invitation. He shall decide on the information that shall be provided, based on his best judgement and taking account of the interests of the Company. § 9 (confidentiality) also applies to honorary members of the Supervisory Board.
- (4) By accepting office as an honorary member, the member agrees to be subject to the terms of Article 19 Paragraph XI of the Market Abuse Regulation whereby no transactions conducted on their own account nor for third parties may be entered into, directly or indirectly, relating to the shares or debt instruments of that issuer, or to derivatives or other financial instruments linked thereto, within a period of 30 calendar days before the publication of interim or annual reports.

§ 12 **Self-audit**

The Supervisory Board makes an assessment of the effectiveness of how it performs its task on a regular basis, at a minimum following half of the regular term of appointment of its members.

§ 13 **Validity**

- (1) These rules of procedure remain in force until the Supervisory Board decides otherwise.
- (2) The Supervisory Board can approve a resolution by a simple majority to deviate from these rules of procedure on a case-by-case basis.