

# RULES OF PROCEDURE FOR THE SUPERVISORY BOARD OF PATRIZIA AG

(Version of 16 December 2020)

(Convenience Translation)

## § 1 General information

- 1.1. In performing its duties, the Supervisory Board cooperates in a spirit of trust with the other executive bodies of the company for the benefit of the company. Its members have equal rights and duties. They are not bound by orders and instructions.
- 1.2. Each member of the Supervisory Board shall immediately disclose any conflicts of interest to the Chairman of the Supervisory Board. The Chairman of the Supervisory Board shall disclose his own conflicts of interest immediately to a Deputy Chairman of the Supervisory Board. In the event of material and not only temporary conflicts of interest in the person of a member of the Supervisory Board, the member concerned shall resign from the Supervisory Board. In its report to the Annual General Meeting, the Supervisory Board provides information on any conflicts of interest that have occurred and how they were handled.
- 1.3. The members of the Supervisory Board must - even after leaving office - maintain secrecy with regard to confidential information and secrets of the company, in particular business and trade secrets, which become known to them through their work on the Supervisory Board. If a member of the Supervisory Board intends to pass on information to third parties, of which it cannot be excluded with certainty that it is confidential or concerns secrets of the company, he is obliged to inform the chairman of the Supervisory Board (or in his case a deputy chairman of the Supervisory Board) in advance and to give him the opportunity to comment.
- 1.4. Supervisory Board members should not hold a directorship or advisory position with any of the company's major competitors or have a personal relationship with a competitor.
- 1.5. Members of the Supervisory Board who intend to take up a management Board mandate in a listed company, a Supervisory Board mandate in a non-group listed company or a function comparable to a Supervisory Board mandate in a listed company must inform the chairman of the Supervisory Board (the chairman of the Supervisory Board must inform a deputy chairman of the Supervisory Board) before taking up the respective position.
- 1.6. The members of the Supervisory Board must provide the company with all information required to publish a curriculum vitae on the company's website, which provides information on the relevant knowledge, skills and professional experience of the Supervisory Board member, as well as a supplementary overview of the member's main activities in addition to the Supervisory Board mandate. In addition, the members of the Supervisory Board are obliged to notify the company immediately of any relevant changes to this information.
- 1.7. The Supervisory Board regularly assesses how effectively the Supervisory Board as a whole and any committees perform their duties.

## § 2 Election of the chairman and his deputies

- 2.1 The Supervisory Board elects a Chairman and a Deputy Chairman from among its members. The election is conducted by the oldest member of the Supervisory Board present. The Supervisory Board may elect a first deputy and a second deputy.
- 2.2 The election shall be for the term of office of the elected persons or for a shorter period determined by the Supervisory Board. The first deputy has the rights and duties of the Chairman of the Supervisory Board if the Chairman is prevented from attending, the second deputy has the rights and duties of the Chairman if the Chairman and first deputy are prevented from attending.
- 2.3 If the Chairman or a Deputy Chairman resigns from the Supervisory Board before the end of his term of office, the Supervisory Board must immediately hold a new election for the remaining term of office of the resigning member. The resignation of the Chairman shall not affect the position of the Deputy Chairmen; the same shall apply vice versa.

## § 3 Meetings

- 3.1 The Supervisory Board is convened as required. As a rule, the Supervisory Board shall hold one meeting in the calendar quarter; it must hold two meetings per calendar half-year. The Supervisory Board shall also be convened if requested by a member of the Supervisory Board or by the management Board, stating the purpose and reasons.
- 3.2 The meetings of the Supervisory Board shall be convened in writing by the Chairman with a notice period of fourteen days and by specifying the form of the meeting. When calculating the period of notice, the day on which the invitation is sent and the day of the meeting are not counted. In urgent cases, the Chairman may reduce this period of notice appropriately and convene meetings orally, by telephone, fax, e-mail or other customary means of telecommunication.
- 3.3 The items on the agenda must be notified when the meeting is convened. The agenda must be supplemented if a member of the Supervisory Board or the management Board so requests, stating the purpose and reasons, and the supplement can be communicated to the members of the Supervisory Board up to three days before the meeting. Motions for resolutions on items on the agenda shall be notified in good time before the meeting so that absent members of the Supervisory Board can vote in writing.
- 3.4 Resolutions may only be passed on items on the agenda which have not been communicated in good time if no member objects to the passing of the resolution. In such a case, absent members must be given the opportunity to object to the resolution or to cast their vote in writing, by fax, by e-mail or by other customary means of telecommunication within a reasonable period of time determined by the chairman. The resolution shall only take effect if no absent member has objected within the reasonable period of time determined by the chairman or if all have agreed.
- 3.5 The Chairman may cancel or postpone a meeting that has been convened at his own discretion.

- 3.6 The Chairman shall chair the meetings. He appoints the keeper of the minutes. He decides on the involvement of experts and persons providing information to discuss items on the agenda.
- 3.7 The chairman determines the order in which the items on the agenda are dealt with and the type and sequence of voting. He may postpone the discussion and adoption of resolutions on individual items on the agenda at the request of a member of the Supervisory Board or the management Board or otherwise at his discretion.
- 3.8 The members of the Board of Management participate in the meetings unless the Supervisory Board decides otherwise or the Chairman of the Supervisory Board determines otherwise. At the end of each meeting, the Supervisory Board shall have the opportunity to discuss matters without the presence of members of the Management Board.

## § 4 Resolutions

- 4.1 As a rule, resolutions of the Supervisory Board are passed in meetings. The Supervisory Board must convene to hold the meeting that decides on the approval of the annual financial statements (presidential meeting).
- 4.2 By order of the Chairman of the Supervisory Board, resolutions may also be passed outside of meetings orally, by telephone, in writing, by fax, by e-mail or by other customary means of telecommunication, in particular by video conference, if no member of the Supervisory Board objects to this procedure within a reasonable period of time set by the Chairman. There is no right of veto if the resolution is passed in such a way that the members of the Supervisory Board participating in it are connected to each other by means of telecommunications in the sense of seeing and hearing from all sides and simultaneously and can discuss the subject matter of the resolution.
- 4.3 The Supervisory Board has a quorum if all members have been invited and half of the members of which it must consist, but at least three, participate in the resolution. In this sense, a member also participates in the vote if he abstains from voting.
- 4.4 Absent members of the Supervisory Board may, in accordance with section 108 (3) of the AktG, participate in the adoption of resolutions by submitting written votes or, if they are prevented from doing so, authorise a person who is not a member of the Supervisory Board to participate in meetings of the Supervisory Board in writing in accordance with section 109 (3) of the AktG. In addition, absent members of the Supervisory Board may cast their votes during the meeting orally, by telephone, fax, e-mail or other customary means of telecommunication, in particular by video link, provided that no member of the Supervisory Board present at the meeting objects. However, no objection may be raised if the absent and present members of the Supervisory Board are in contact with each other by way of all-round and simultaneous seeing and hearing and are able to discuss the subject matter of the resolution.
- 4.5 Resolutions of the Supervisory Board are passed by a simple majority of the votes cast, unless otherwise required by law. Abstention from voting shall not be deemed to be a vote. A proportional majority is sufficient for elections. In the event of a tie, the vote of the chairman or, if the chairman does not participate in the resolution, the vote of the first deputy chairman shall be decisive; if both are prevented, the vote of the second deputy chairman shall be decisive. This also applies to elections.

- 4.6 The Chairman implements the resolutions of the Supervisory Board. He is authorised to make the declarations of intent required to implement the resolutions of the Supervisory Board on behalf of the Supervisory Board. Only the Chairman is authorised to accept declarations on behalf of the Supervisory Board.

## § 5 Minutes of meetings and resolutions

- 5.1 Minutes are to be taken of the Supervisory Board's discussions and resolutions, which are to be signed by the Chairman of the meeting or, in the case of voting outside meetings, by the head of the voting department. The minutes shall state the place and date of the resolution, the participants, the items on the agenda, the main content of the discussions and the resolutions of the Supervisory Board. Copies of the minutes shall be sent immediately to each member of the Supervisory Board.
- 5.2 The minutes shall be deemed approved if no member of the Supervisory Board objects in writing to the Chairman within one month of their dispatch.

## § 6 Validity

These rules of procedure were adopted at the meeting of the Supervisory Board on 16 December 2020 and came into force with immediate effect. They remain in force until the Supervisory Board decides otherwise.