

# **RULES OF PROCEDURE FOR THE SUPERVISORY BOARD OF PATRIZIA AG**

15 November 2021



## 1. General

- 1.1. In performing its duties, the Supervisory Board shall work together with the Company's other bodies in the Company's best interests and in a relationship based on trust. Its members have the same rights and obligations. They are not bound by orders or instructions.
- 1.2. Each member of the Supervisory Board shall inform the Supervisory Board of any conflicts of interest without delay.
- 1.3. Even after they leave their position, the members of the Supervisory Board shall maintain secrecy regarding confidential information and secrets of the Company, namely business and trade secrets, of which they become aware as a result of their office in the Supervisory Board. If a member of the Supervisory Board envisages passing information to third parties and it is impossible to completely rule out that this information qualifies as confidential or contains company secrets, then the member of the Supervisory Board shall be required to inform the Chairman of the Supervisory Board first and give him the opportunity to comment.

## 2. Election of the Chairman of the Supervisory Board and his Deputy

- 2.1. The Supervisory Board shall elect a Chairman of the Supervisory Board and a Deputy Chairman of the Supervisory Board from among its members.
- 2.2. The election shall be for the term of the Supervisory Board's office of the elected individual or a shorter period determined by the Supervisory Board. The Deputy Chairman of the Supervisory Board shall assume the rights and obligations of the Chairman of the Supervisory Board if the latter is unable to do so
- 2.3. If the Chairman of the Supervisory Board or the Deputy Chairman resigns from his position on the Supervisory Board before the end of his term of office, then the Supervisory Board shall without delay conduct a new election for the remaining term of office of the member who has resigned. The resignation of the Chairman shall not affect the position of the Deputy Chairman; the same applies vice versa.

## 3. Meetings

- 3.1. The Supervisory Board shall meet as and when required. As a general rule, the Supervisory Board shall meet once per calendar quarter and must meet twice per calendar half-year. The Supervisory Board shall also meet if this is requested by a member of the Supervisory Board or by the Managing Board, specifying the purpose of, and reasons for, the meeting.
- 3.2. The meetings of the Supervisory Board shall be convened in writing by the Chairman of the Supervisory Board giving fourteen days' notice and stipulating the form of the meeting. The day on which the invitation is sent, and the day of the meeting shall not count towards this notice period. In urgent cases, the Chairman of the Supervisory Board can shorten this period as appropriate and convene meetings verbally, by telephone, fax, e-mail or using other common means of telecommunications.

- 3.3. The items on the agenda are to be set out in the invitation. The agenda shall be supplemented if a member of the Supervisory Board or the Managing Board makes a request to this effect, specifying the purpose and reasons, and the supplementary agenda item can be announced before the end of the convocation period. Proposals for resolutions on agenda items are to be announced with sufficient lead time prior to the meeting so that absent members of the Supervisory Board can cast their votes in writing.
- 3.4. Resolutions on agenda items not announced on time can only be passed if no member of the Supervisory Board objects to this procedure. In such cases, absent members of the Supervisory Board shall be given the opportunity to object to the passing of the resolution or to cast their vote in writing, by fax, by e-mail or using other common means of telecommunications within an appropriate period set by the Chairman of the Supervisory Board. The resolution shall only become effective if no absent member of the Supervisory Board objects within the appropriate period set by the Chairman of the Supervisory Board or if all members of the Supervisory Board have issued their consent.
- 3.5. The Chairman of the Supervisory Board may cancel or postpone a convened meeting at his dutiful discretion.
- 3.6. The meetings of the Supervisory Board shall be chaired by the Chairman of the Supervisory Board. The Chairman of the Supervisory Board shall appoint the keeper of the minutes. He shall make decisions on whether to consult experts and individuals to provide information in discussions on particular agenda items.
- 3.7. The Chairman of the Supervisory Board shall determine the order in which the items on the agenda are to be addressed, as well as the type and sequence of voting. The Chairman of the Supervisory Board can postpone the discussion on, and passing of resolutions on, individual items on the agenda at the request of a member of the Supervisory Board or the Managing Board or otherwise at his own dutiful discretion.
- 3.8. The members of the Managing Board shall attend the meetings unless provided otherwise by statutory law, the Chairman of the Supervisory Board decides or the Supervisory Board resolves otherwise. If the auditor joins a meeting as external expert, deviating from the aforementioned, members of the management board shall only participate if the Supervisory Board resolves that this is required.

## 4. Passing of resolutions

- 4.1. The resolutions of the Supervisory Board shall generally be passed at meetings. The Supervisory Board shall come together for the meeting that decides on the approval of the annual financial statements (meeting requires that members be physically present).
- 4.2. Upon the instruction of the Chairman of the Supervisory Board, resolutions can also be passed verbally outside of meetings by telephone, in writing, by fax, e-mail or using other common means of telecommunications, in particular using video conferencing, provided that no member of the Supervisory Board objects to this procedure within an appropriate period set by the Chairman of the Supervisory Board. There shall be no right of objection if the resolution is passed in such a way that the participating members of the Supervisory Board are connected with each other and can discuss the subject matter of the resolution using telecommunications media that allows them all to hear each other and see each other simultaneously.

- 4.3. The Supervisory Board is quorate if all members of the Supervisory Board have been invited and half of the members of the Supervisory Board (at a minimum, three members) take part in the passing of the resolution. Within the meaning of the above, a member shall also be deemed to have taken part in the vote if that member abstains from voting.
- 4.4. In accordance with section 108 (3) AktG, absent members of the Supervisory Boards can participate in the passing of resolutions by submitting written votes or, in the event that they are unable to do so, can issue written authorisation to an individual who is not a member of the Supervisory Board to take part in meetings of the Supervisory Board pursuant to section 109 (3) AktG. In addition, absent members of the Supervisory Boards can cast their vote during the meeting verbally, by telephone, fax, e-mail or using other common means of telecommunications, in particular via video conferencing, provided that none of the members attending the meeting objects this procedure. No objections can be raised, however, if the absent member and the physically present members of the Supervisory Board are connected with each other and can discuss the subject matter of the resolution using technology that allows them all to hear each other and see each other simultaneously.
- 4.5. In the absence of any mandatory statutory provisions to the contrary, resolutions of the Supervisory Board shall be passed with a simple majority of the votes cast. Abstentions shall not count as votes cast. In elections, a proportionate majority shall suffice. In the event of a tie, the Chairman of the Supervisory Board or, if the latter is not taking part in the passing of the resolution, the Deputy Chairman of the Supervisory Board shall have the casting vote. This shall also apply to elections.
- 4.6. The Chairman of the Supervisory Board shall execute the resolutions passed by the Supervisory Board. He is authorised to make the declarations of intent, on behalf of the Supervisory Board, that are required to implement the resolutions passed by the Supervisory Board. Only the Chairman of the Supervisory Board is authorised to accept declarations for the Supervisory Board.

## 5. Minutes of meetings and resolutions

- 5.1. Minutes shall be kept of the discussions and resolutions of the Supervisory Board and shall be signed by the Chairman of the meeting or, in the case of voting outside of a meetings, by the Chairman of the voting committee. The minutes shall specify the location and date of the resolution, the participants, the agenda items, the main content of the discussions and the resolutions passed by the Supervisory Board. A copy of the minutes is to be sent to each member of the Supervisory Board without delay.
- 5.2. The minutes shall be deemed approved if no member of the Supervisory Board has objected in writing to the Chairman of the Supervisory Board within one month of dispatch.

## 6. Committees

- 6.1. The Supervisory Board shall form an Audit Committee from among its members. Other committees may be formed as required. The committees shall prepare the deliberations and resolutions of the Supervisory Board and ensure that its resolutions are carried out.
- 6.2. The members of the committees shall each be appointed to the committee for their term of office as a member of the Supervisory Board. In the event of premature resignation of a member from the committee, a new election shall be held without delay to replace the member who has resigned.
- 6.3. Clause 3 applies respectively for meetings of the committees.

## 7. Audit Committee

- 7.1. The Audit Committee shall be composed of three members elected by a majority of the votes cast. The members of the Audit Committee shall elect a Chairman of the Audit Committee from among its midst. The Chairman of the Supervisory Board shall not be the Chairman of the Audit Committee at the same time.
- 7.2. The Audit Committee shall deal with the following topics:
  - a. Monitoring of the accounting which includes the consolidated financial statements, the group management report including CSR-Report, interim financial information as well as the individual financial statements of PATRIZIA AG according to the German commercial code (*HGB*);
  - b. Monitoring of the accounting process;
  - c. Preparation of the Supervisory Board's review and approval of the individual financial statements and the consolidated financial statements as well as discussion of the interim reports with the Management Board prior to their publication;
  - d. Preparation of the Supervisory Board's resolution on the remuneration report;
  - e. The audit of the financial statements, in particular the selection and independence of the auditor, the quality of the audit and the additional services provided by the auditor;
  - f. Preparation of the Supervisory Board's resolution regarding the Supervisory Board's recommendation to the Annual General Meeting for the election of an auditor of the individual financial statements, the consolidated financial statements as well as any auditing review of interim reports, in particular submission of a recommendation and obtaining a declaration of independence from the auditor to be proposed for election by the Annual General Meeting; the recommendation shall include a statement of the Audit Committee that the recommendation is made without any improper exercise of influence by a third party and there are no contractual clauses or restrictions which limit the election of the auditor;
  - g. Issuing the audit mandate to the auditor and concluding the fee agreement as well as determining the focal points of the audit;
  - h. The effectiveness of the internal control system, the risk management system and the internal audit system; and
  - i. Compliance.

- 7.3. The composition of the audit committee shall ensure that at least one member has accounting expertise and at least one other member has auditing expertise.
- 7.4. The Chairman of the Audit Committee shall regularly report to the Supervisory Board on the activities and meetings of the Audit Committee, in particular on the result of the audits.

## 8. Validity

These rules of procedure shall remain in force until the Supervisory Board decides otherwise.