

Non-Binding English Translation:

To the extent that a conflict between the English and the German version of these Rules of Procedure for the Supervisory Board should arise, the German version applies. Only the German version is authoritative.

**Rules of Procedure
for the Supervisory Board of
Brockhaus Technologies AG**

Section 1

General

1. In discharging its duties, the Supervisory Board of Brockhaus Technologies AG (“**Company**”) works together with the Company’s other governing bodies in a spirit of trust for the good of the Company. The members of the Supervisory Board are not bound by orders or instructions.
2. The members of the Supervisory Board have the same rights and obligations. The duties, rights and obligations of the members of the Supervisory Board are determined by the law, the Company’s Articles of Association and these Rules of Procedure. The members of the Supervisory Board shall heed the recommendations of the German Corporate Governance Code that relate to them, unless deviations are specified in the declaration of conformity that it and the Executive Board must issue annually.
3. The Chair of the Supervisory Board maintains regular contact with the Chair of the Executive Board between Supervisory Board meetings and discusses issues relating to the Company’s strategy, planning, business performance, risk management and compliance with him or her. The Chairman of the Supervisory Board informs the Chairman of the Audit Committee about his consultations on the topics of risk management and compliance. The Chair of the Supervisory Board shall be informed immediately by the Chair of the Executive Board about important events that are of material significance for assessing the Company’s situation and development and its management. The Chair of the Supervisory Board shall then inform the Supervisory Board and, if necessary, convene a meeting of the Supervisory Board.
4. The members of the Supervisory Board may not exercise any functions on a governing body at competitors of the Company.
5. As a rule, the length of service of the individual members on the Supervisory Board shall not exceed 12 years.

Section 2

Chair, Deputy Chair(s)

1. Following the Annual General Meeting at which the shareholder representatives on the Supervisory Board are elected, a Supervisory Board meeting shall be held without being specially convened and without an agenda being announced. At this meeting, the Supervisory Board shall elect a Chair and at least one Deputy Chair from among its members. The election shall be presided over by the oldest Supervisory Board member in terms of age.
2. The term of office of the Chair and the Deputy Chair(s) shall be the same as their term of office as members of the Supervisory Board, unless a shorter term of office is specified at the time they are elected.
3. If the Chair or a Deputy Chair leaves office before their term ends, the Supervisory Board must immediately hold a new election for the remaining term of office of the departing member.
4. The Deputy Chair(s) shall assume the duties and business of the Chair of the Supervisory Board if the latter is prevented from carrying them out.

Section 3

Meetings

1. The Supervisory Board must hold at least two meetings per calendar half-year.
2. The Chair convenes a meeting with seven days' notice in writing or via electronic media and determines the form of the meetings. The day on which the invitation is sent and the day of the meeting are not counted in calculating that period of time. In urgent cases, the Chair may shorten the period of notice and convene a meeting orally or by phone. The items on the agenda must be announced along with the invitation.
3. Before the beginning of each fiscal year, the Chair of the Supervisory Board shall draw up a schedule for the Supervisory Board meetings in the fiscal year and send it to the members of the Supervisory Board.

4. A Supervisory Board meeting must also be convened if requested by a member of the Supervisory Board or the Company's Executive Board. If the Chair of the Supervisory Board does not immediately comply with the request to convene a meeting, the Supervisory Board member in question or the Company's Executive Board is authorized to convene the Supervisory Board meeting.
5. The Chair of the Supervisory Board may cancel or reschedule a convened meeting at his or her due discretion.
6. The Chair shall determine the order in which the items on the agenda are dealt with, as well as the type of vote and order of voting, and shall preside over the meeting. He or she shall decide whether Executive Board participates, whether guests are invited and whether experts and other persons are called in to provide information and advice on individual items on the agenda.

Section 4

Adoption of resolutions

1. The Supervisory Board usually adopts resolutions in in-person meetings. If a member is unable to attend, he or she must inform the Chair of the Supervisory Board in good time before the meeting.
2. Resolutions on agenda items that have not been announced in time can be adopted only if no member objects to the vote. In such a case, absent members shall be given the opportunity to object to an adopted resolution or to cast their vote in writing, by fax or by electronic means of telecommunication within a reasonable period of time determined by the Chair; the resolution shall only become effective if no absent member has objected within said period of time.
3. At the direction of the Chair, meetings may also be held in the form of a telephone conference or other electronic means of communication (in particular a video conference) and individual Supervisory Board members may be connected to meetings by telephone or electronic means of communication (in particular video transmission). Members of the Supervisory Board who are connected to meetings by telephone or video conference are deemed to be in attendance. At the direction of the Chair, the Supervisory Board may also adopt resolutions by means of votes cast orally, by telephone, in writing or by electronic media. Such resolutions shall be established by the Chair in writing as having been adopted and forwarded to all members.

4. The Supervisory Board is quorate if at least half of the members of which the full Supervisory Board must be composed participate in adopting a resolution. If the Supervisory Board consists of three members, it is quorate if all members participate in adopting a resolution. For the purpose of determining whether the Supervisory Board is quorate, a member shall be deemed to have participated in adopting a resolution if he or she abstains from voting. Absent members may participate in adopting a resolution by having another member submit a written vote on their behalf. A vote sent by means of electronic media also constitutes a written vote. A combination of the various forms of adopting resolutions, including together with a meeting of individual or multiple members of the Supervisory Board, is permissible.
5. Resolutions are adopted by the Supervisory Board by a simple majority of votes, unless otherwise stipulated by law. In the event of a tied vote, the Chair of the Supervisory Board has the casting vote.
6. The Chair is authorized to issue the declarations required to implement the resolutions adopted by the Supervisory Board and to accept declarations on behalf of the Supervisory Board. If the Chair is prevented from exercising these powers, his or her Deputy Chair has the authorization to do so.

Section 5

Minutes

1. Minutes of the meetings of the Supervisory Board must be drawn up and signed by the member who presided over the meeting. The Chair of the Supervisory Board shall sign the minutes that have to be drawn up for resolutions adopted outside of meetings.
2. The minutes shall state the venue and date of the meeting, the participants, the items on the agenda, the main content of the discussions and the resolutions by the Supervisory Board. A copy must be sent to each member of the Supervisory Board upon request within two weeks.
3. A resolution on whether or not to approve the minutes must be adopted at the next meeting of the Supervisory Board.

Section 6

Establishment of committees

1. The Supervisory Board may establish committees from among its members, and these committees may enlist the assistance of experts as required. The members of the committees are elected by a simple majority of the votes cast. Their term of office shall be the same as their term of office as members of the Supervisory Board, unless a shorter term of office is specified at the time they are elected.
2. The provisions of these Rules of Procedure apply accordingly to the internal arrangements governing the committees, unless otherwise stipulated below or in the Rules of Procedure for the committees. Rules of Procedure for the committees are issued by the Supervisory Board. The Supervisory Board may also decide to deviate from the committees' Rules of Procedure on a case-by-case basis.
3. A committee is quorate if at least three of its members participate in adopting a resolution. If a committee is not quorate because one or more of its members are unable to attend the committee's meetings or cast their votes in writing, the necessary resolutions shall be adopted by the full Supervisory Board instead of the committee for as long as this situation persists.
4. The committees must report regularly to the Supervisory Board on their work.

Section 7

Executive and Nomination Committee

1. The Executive and Nomination Committee consists of the Chair of the Supervisory Board, his or her Deputy Chair and a further member to be elected by the Supervisory Board. It is presided over by the Chair of the Supervisory Board.

2. In its capacity as the Executive Committee, the committee has the following tasks:
 - a) Preparation of Supervisory Board meetings;
 - b) Deliberation on important matters that the Executive Board submits to the Supervisory Board;
 - c) Advising and overseeing the Executive Board with regard to the definition of business strategies for the sustainable development of the Brockhaus Technologies Group, in compliance with the principles of good and responsible corporate governance and ensuring that the Company fulfills its social responsibility and that the environment's natural resources are preserved (environmental, social and governance (ESG) aspects), and with regard to the implementation of such strategies;
 - d) Preparation of the Supervisory Board's personnel decisions, in particular preparation of the total remuneration of the Executive Board members and the remuneration system for the Executive Board;
 - e) Adoption of resolutions on other legal transactions in relation to members of the Executive Board in accordance with Section 112 of the German Stock Corporation Act (AktG), unless the committee delegates the adoption of resolutions to the full Supervisory Board on a case-by-case basis.

3. In its capacity as the Nomination Committee, the committee has the following tasks:

The committee proposes suitable candidates to the Supervisory Board for its election nominations to the Annual General Meeting. In doing so, it must take into account that the proposed candidates have the knowledge, skills and professional experience required to perform their duties. When making its nominations, the Supervisory Board must also heed the requirement for a sufficient number of independent members, the international orientation of the Company, potential conflicts of interest, diversity and, in particular, the participation of women in accordance with the defined target figure. In doing so, it must comply with the stipulations on the resolved objectives for the Supervisory Board's composition and aim to ensure that the Supervisory Board collectively fulfills the profile of skills and expertise.

Section 8

Audit Committee

1. The Audit Committee consists of three Supervisory Board members to be elected by the Supervisory Board. The Chair of the Audit Committee, who is likewise to be elected by the Supervisory Board, shall not be the Chair of the Supervisory Board or a former member of the Company's Executive Board whose appointment ended less than two years previously and shall be independent of the Executive Board and the Company. The Audit Committee's members as a whole must have intimate knowledge of the sector in which the Company operates. At least one member of the Audit Committee must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing financial statements.

The majority of the members of the Audit Committee must be independent of the Company and its Executive Board and independent of a controlling shareholder.

2. The Audit Committee deals with the accounting and the accounting process, auditing of financial statements and the independent auditor, monitoring of the internal control system, the risk management system, the internal audit system and compliance management, and transactions with related parties. The Audit Committee also deals with sustainability issues insofar as they affect the Audit Committee's sphere of responsibility, in particular with any sustainability reporting and its auditing. Further provisions are defined in the Rules of Procedure for the Audit Committee. The Supervisory Board may decide that individual tasks of the Audit Committee are to be handled temporarily or permanently by the full Supervisory Board instead of the Audit Committee.

Section 9

Conflicts of interest

1. The members of the Supervisory Board are obligated to act in the interests of the Company. No Supervisory Board member may pursue personal interests in taking decisions or exploit business opportunities to which the Company is entitled for his or her own benefit.

2. Every member of the Supervisory Board must disclose to the Supervisory Board any potential conflicts of interest, in particular in accordance with Section 111a of the German Stock Corporation Act (AktG) or those that may arise as a result of his or her exercising an advisory function for or being a member of a governing body of third parties. In its report to the Company's Annual General Meeting, the Supervisory Board shall provide information on any conflicts of interest that have arisen and how they were handled.
3. Significant and not merely temporary conflicts of interest in the person of a Supervisory Board member shall lead to termination of his or her mandate.

Section 10

Confidentiality

1. The members of the Supervisory Board must maintain secrecy on confidential reports and confidential discussions as well as secrets of the Company, in particular trade and business secrets, of which they gain knowledge as part of their work on the Supervisory Board. This obligation remains in effect after they leave office. That applies in particular to confidential reports and confidential discussions, as well as to what occurs at Supervisory Board meetings, including the voting.
2. If a member of the Supervisory Board wishes to disclose information to third parties and it is not possible to rule out with certainty that the information is confidential or relates to secrets of the Company, the member in question shall inform the Chair of the Supervisory Board in advance and give the latter the opportunity to state his or her opinion. If the Chair of the Supervisory Board does not consent to the information being disclosed, he or she must inform the other members of the Supervisory Board of that decision and seek an opinion from the Supervisory Board without delay. Until this opinion is issued, the Supervisory Board member in question must maintain confidentiality about the matters that have come to his or her knowledge as a result of his work on the Supervisory Board.
3. The Chair of the Supervisory Board shall ensure that the employees of the Company engaged by the Supervisory Board to assist it also comply with the duty to maintain confidentiality in the same way. All members of the Supervisory Board shall ensure that employees they engage to assist them comply with the duty to maintain confidentiality in the same way.

4. Upon leaving office, the members of the Supervisory Board are obligated to immediately hand over all documents – such as written materials, correspondence, records and the like – which relate to the affairs of the Company, the shareholders or an enterprise affiliated with the Company and which are in their possession to the Company or to the enterprise in question or to destroy them. The members of the Supervisory Board do not have any right to retain the documents.

Section 11

Audit reports

The audit reports prepared by the independent auditor shall be sent to each member of the Supervisory Board in good time before the Supervisory Board meeting at which the annual financial statements are adopted.

Section 12

Term and effective date

1. The Rules of Procedure for the Supervisory Board apply until they are amended or rescinded; a resolution of the Supervisory Board is required for them to be amended or rescinded.
2. This version of the Rules of Procedure shall come into effect upon being adopted by the Supervisory Board.

Frankfurt am Main, April 24, 2024

Dr. Othmar Belker
Chairman of the Supervisory Board
Brockhaus Technologies AG