



Rules of procedure for the Supervisory Board of Energiekontor AG

As at: June 2025

Content

- 1. General information, composition and term of office 3
- 2. Tasks..... 4
- 3. Election of the Chair and the Deputy Chair 5
- 4. Rights and obligations 5
- 5. Convening and passing resolutions, meetings..... 6
- 6. Minutes..... 7
- 7. Transactions requiring approval..... 8
- 8. Committees 8
- 9. Audit Committee 8
- 10. Self-assessment/training 9
- 11. Termination of the Supervisory Board mandate 9
- 12. Other 9

The Supervisory Board adopts the following rules of procedure in accordance with Article 13 of the articles of incorporation of Energiekontor AG:

1. General information, composition and term of office

- (1) The Supervisory Board consists of three members, who are elected by the Annual General Meeting.
- (2) At the same time as the ordinary members of the Supervisory Board, substitute members may be elected for one or more members of the Supervisory Board in accordance with Article 8 (3) of the articles of incorporation. The substitute member joins the Supervisory Board if the Supervisory Board member for whom he or she has been appointed leaves the Supervisory Board before the end of his or her term of office. The term of office of the substitute member ceases at the end of the next Annual General Meeting that takes place after the member takes office.

The term of office is extended until the end of the term of office of the Supervisory Board member who has left prematurely if a replacement is not elected at the next Annual General Meeting. Replacements are elected for the remainder of the term of office of the departing member.

- (3) The statutory requirements and the recommendations of the German Corporate Governance Code apply to the composition of the Supervisory Board, with the exception of the recommendations for which a deviation has been declared in accordance with the current declaration of conformity.
- (4) The Supervisory Board shall be composed in such a way that its members as a whole have the knowledge, skills and professional experience required to properly fulfil their duties and shall ensure an appropriate level of diversity in the medium term.

The Supervisory Board as a whole must be familiar with the sector in which Energiekontor operates. At least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing.

- (5) The Supervisory Board sets specific targets for its composition and draws up a profile of expertise. The Supervisory Board shall take these requirements into account when making proposals to the Annual General Meeting for the election of Supervisory Board members.

The status of the implementation of its targets is published in the form of a qualification matrix in the declaration on corporate governance.

- (6) The Supervisory Board members are elected for the period until the end of the Annual General Meeting that resolves on the approval of their actions for the fourth financial year after the start of the term of office. The financial year in which the term of office begins is not included in this calculation. Re-election is possible. Any

necessary by-elections are held for the remaining term of office of the departing member.

- (7) The term of a Supervisory Board member ends, at the latest, at the end of the Annual General Meeting before the Supervisory Board member reaches the age of 80.

2. Tasks

- (1) The Supervisory Board carries out its activities in accordance with the statutory provisions, the articles of incorporation, these rules of procedure and supplementary resolutions of the Supervisory Board. Its members have equal rights and obligations and are not bound by instructions or orders.
- (2) The Supervisory Board shall monitor the management. In addition, the Supervisory Board shall support the management with advice and promote the objectives of the company.
- (3) The Supervisory Board appoints and dismisses members of the Management Board. When appointing the Management Board, the Supervisory Board pays particular attention to professional suitability, qualifications, experience and, in the medium term, appropriate diversity. The Supervisory Board also sets an age limit for members of the Management Board, which is listed in the declaration on corporate governance.
- (4) The Supervisory Board works with the Management Board to ensure long-term succession planning. In accordance with the statutory provisions and the recommendations of the German Corporate Governance Code (GCGC) followed by the company, the Supervisory Board adopts a clear and comprehensible system for remuneration of the members of the Management Board and determines the specific remuneration of the individual members of the Management Board on this basis.
- (5) The Supervisory Board and its members comply with the recommendations of the German Corporate Governance Code (GCGC) that apply to them in accordance with the current declaration of conformity. The Supervisory Board and Management Board report annually on the company's corporate governance in the declaration on corporate governance.
- (6) The Chair of the Supervisory Board maintains regular contact with the Management Board, in particular with the Chair of the Management Board, and discusses the company's strategy, business development and risk management with him or her. The Chair of the Supervisory Board shall be informed immediately by the Chair of the Management Board about important events that are of material significance for the assessment of the situation and development as well as for the management of the company. The Chair of the Supervisory Board shall then inform the Supervisory Board and, after consultation with the Deputy Chair of the Supervisory Board, shall convene a meeting if necessary.

3. Election of the Chair and the Deputy Chair

- (1) The Supervisory Board elects the Chair and Deputy Chair from among its members at a meeting. The Supervisory Board meeting for the election takes place after the Annual General Meeting at which all Supervisory Board members to be elected by the Annual General Meeting have been newly elected. A special invitation to the meeting is not required.
- (2) In the event of the Chair or Deputy Chair leaving office prematurely, the Supervisory Board must immediately organise a new election.
- (3) In the event of his or her foreseeable absence, the Chair of the Supervisory Board shall ensure that the Deputy Chair is informed in good time and comprehensively about the tasks to be performed.

4. Rights and obligations

- (1) The members of the Supervisory Board have the same rights and obligations, unless otherwise stipulated by law, the articles of incorporation or these rules of procedure.
- (2) Each member of the Supervisory Board is obliged to act in the company's interests. Members may neither pursue personal interests in their decisions nor utilise business opportunities to which the company is entitled for themselves. Each member of the Supervisory Board shall immediately disclose any conflicts of interest, in particular those that may arise owing to a consultancy or board function with customers, suppliers, lenders or other business partners, to the Chair of the Supervisory Board or, in the event of a conflict of interest on the part of the Chair, to his or her deputy, who will inform the Supervisory Board accordingly. In the event of significant and not merely temporary conflicts of interest in the person of a Supervisory Board member, this member shall resign from office. 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.
- (3) Members of the Supervisory Board may not demand or accept gratuities or other benefits in connection with their activities, either for themselves or for third parties, insofar as this could jeopardise the interests of the company or those of customers. Consultancy and other service contracts between a member of the Supervisory Board and the company require the approval of the Supervisory Board.
- (4) Each member of the Supervisory Board is obliged – even after the termination of their Supervisory Board mandate – to maintain secrecy about all confidential matters and secrets of the company or its affiliated companies that they learn in their capacity as a Supervisory Board member. This applies in particular to confidential reports, the course of meetings and the deliberations and resolutions of the Supervisory Board and its committees. If a member of the Supervisory Board wishes to disclose information to third parties that he or she has received in his or her capacity as a member of the Supervisory Board and where it cannot be ruled out with certainty that it is at least partially confidential or relates to secrets, he or she must inform the

Chair of the Supervisory Board of this in advance and give him or her the opportunity to comment. The members of the Supervisory Board ensure that the employees and consultants they engage also comply with the duty of confidentiality in the same way. At the end of the mandate, all confidential documents shall be returned to the company.

- (5) Each member of the Supervisory Board observes the requirements for proprietary trading as defined in Art. 19 of the Market Abuse Regulation (Regulation (EU) No. 596/2014, MAR) and its implementing provisions, in particular the requirements for closed periods and reporting obligations.
- (6) Each member of the Supervisory Board ensures that they have sufficient time available to fulfil their mandate. This generally also includes compliance with the mandate limits in accordance with recommendations C.4 and C.5 of the GCGC.

5. Convening and passing resolutions, meetings

- (1) Meetings of the Supervisory Board are convened by the Chair of the Supervisory Board in writing, by fax or by electronic means at least 14 days before the date of the meeting. The day on which the invitation is sent and the day of the meeting are not included in the calculation of the deadline. In urgent cases, the Chair may shorten the deadline.
- (2) The place and time of the meeting and the individual items on the agenda shall be stated in the invitation. In case of resolutions adopted outside of meetings, the method of voting shall be indicated.

Additions to the agenda must be communicated before the end of the notice period for convening meetings. Additions to the agenda communicated after this are dealt with at the meeting unless the majority of the members present object.

- (3) All resolution documents shall be sent to the members of the Supervisory Board together with the invitation, unless a different procedure is required in exceptional cases for special reasons.
- (4) The Chair may, after consulting with his or her deputy, cancel or postpone a convened meeting for good cause. He or she can also interrupt a meeting that has already started. If the interruption is to last for a longer period of time, the Supervisory Board shall decide on its continuation at the request of a member.
- (5) The Supervisory Board may also pass resolutions outside of meetings by means of votes cast orally, by telephone, in writing, by fax or by electronic means if no member objects to this procedure within a reasonable period of time determined by the Chair.

The results of resolutions and votes shall be documented in writing and the members of the Supervisory Board shall be kept informed. The resolutions passed in this way shall be recorded in the minutes of the next meeting of the Supervisory Board.

- (6) The Supervisory Board is quorate if at least three members attend the meeting. Resolutions require a majority of the votes cast. In the event of a tied vote owing to abstentions, the Chair or, if the Chair has abstained from voting, the Deputy Chair has the casting vote.
- (7) The Chair of the Supervisory Board is authorised to make the declaration of intent required to implement the resolutions on behalf of the Supervisory Board.
- (8) The Chair appoints the minute taker.
- (9) The Chair also decides at his or her own discretion or at the request of the Supervisory Board whether to call in experts and persons providing information to discuss individual items on the agenda. The appointed auditor shall be consulted for advice on the annual/group financial statements.
- (10) The members of the Management Board attend the meetings of the Supervisory Board, unless the Supervisory Board decides otherwise in individual cases.
- (11) The Management Board reports to the Supervisory Board in accordance with the statutory provisions. Reports to the Supervisory Board can be made orally or in writing.
- (12) Audit reports from the auditors in accordance with Article 170 (3) sentence 2 of the German Stock Corporation Act (AktG) shall be provided to the members unless the Supervisory Board decides to provide them to the members of a committee.

They are returned to the company at the end of a member's term of office.

6. Minutes

- (1) Minutes shall be taken of the meeting of the Supervisory Board and its committees, which shall be signed by the Chair of the Supervisory Board or the chair of the meeting. Each member receives a copy of the meeting minutes.
- (2) The minutes shall 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.
- (3) If the Supervisory Board holds differing opinions on individual items on the agenda, the minutes shall be written in such a way that the reproduction of the main content of the discussions makes this clear.

Each member of the Supervisory Board may request that an objection to a resolution of the Supervisory Board be recorded in the minutes.

7. Transactions requiring approval

In accordance with Article 111 (4) sentence 2 AktG, the Supervisory Board determines certain types of transactions that may only be carried out with its approval.

8. Committees

- (1) If the Supervisory Board consists of more than three members, it may appoint one or more committees from among its members. The decision-making powers of the Supervisory Board can also be transferred to the committees to the extent permitted by law. Each committee can elect a chair from among its members, unless the Supervisory Board appoints a chair.
- (2) The members of the Supervisory Board committees are appointed for the duration of their term of office, unless a shorter term of office was determined by the Supervisory Board at the time of election or the committee was formed for a limited period of time.

9. Audit Committee

As long as the Supervisory Board consists of only three members, it is also the Audit Committee in accordance with Article 107 (4) sentence 2 AktG. In this case, too, the provisions of Article 107 (4) in conjunction with Article 100 (5) AktG shall be observed.

- (1) The Audit Committee:
 - a. Is responsible for auditing the accounting and monitoring the accounting process, including the preliminary audit of the documents relating to the annual and consolidated financial statements.
 - b. Is responsible for monitoring the effectiveness of the internal control system, the risk management system, the internal control system and compliance.
 - c. Monitors the audit of the financial statements and its effectiveness, including the independence of the auditor and the regular assessment of the quality of the audit.
 - d. Prepares the Supervisory Board's resolution proposal to the Annual General Meeting on the election of the auditor, including the implementation of any selection procedures; once the auditor has been elected by the Annual General Meeting, issues the audit mandate to the auditor, concludes the fee agreement and determines the focal points of the audit.

10. Self-assessment/training

- (1) The Supervisory Board generally reviews the cooperation within the board and the effectiveness of its fulfilment of tasks and any committees once a year and derives any potential for improvement for its work from this. It may call in external consultants for support.
- (2) The members of the Supervisory Board are responsible for the training and development measures required for their tasks. They receive appropriate support from the company.

11. Termination of the Supervisory Board mandate

- (1) Each member of the Supervisory Board may resign from office without good cause by giving one month's notice. Resignation is effected by written declaration to the Management Board.
- (2) After leaving office, the Supervisory Board member shall return to the company or destroy the company documents, including copies and duplicates, provided to him or her in the course of his or her office.

12. Other

- (1) The Supervisory Board and the respective committees may, at their discretion and to an appropriate extent, commission internal and external consultants to advise them on the fulfilment of certain tasks and invite them to their meetings. The company bears the costs. The Management Board shall be informed of any such authorisation.
- (2) These rules of procedure shall remain in force until the Supervisory Board decides otherwise. The Supervisory Board may decide by simple majority to deviate from these rules of procedure in individual cases.
- (3) In accordance with Article 15 of the articles of incorporation of Energiekontor AG, the members of the Supervisory Board receive, in addition to the reimbursement of their expenses, a fixed remuneration to be paid after the end of the financial year, which is determined by resolution of the Annual General Meeting. The Chair is granted twice the basic amount and the Deputy Chair one and a half times the basic amount.

The VAT payable on the total remuneration is reimbursed by the company.