

**Rules of Procedure for the Supervisory Board of
MEDICLIN Aktiengesellschaft
(MediClin AG)**

(Last amended on 26.05.2021)

Section 1 General provisions

The Supervisory Board shall conduct its business in accordance with the law, the Articles of Incorporation and these Rules of Procedure. The Supervisory Board shall take into account the recommendations of the Government Commission on the German Corporate Governance Code as amended or, if it deviates from these recommendations, shall indicate such in a declaration of conformity published on the MediClin AG website.

Section 2 Elections

- (1) Following the Annual General Meeting at which the Supervisory Board members have been elected by the shareholders, a Supervisory Board meeting shall be held without special notice. At this meeting, the Supervisory Board shall elect the Chairperson and the Deputy Chairperson from among its members in accordance with Section 27 (1) and (2) of the German Codetermination Act (MitbestG).
- (2) The elections pursuant to subsection (1) may, if no member of the Supervisory Board objects, also be conducted by means of a written ballot.
- (3) If the office of the Chairperson of the Supervisory Board or of a Deputy Chairperson ends in the course of the term of office, a successor shall be elected at the latest at the beginning of the next meeting before other items on the agenda are dealt with. A special announcement of this election is not required.

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- (4) If neither the Chairperson of the Supervisory Board nor a Deputy Chairperson have been elected, the oldest Supervisory Board member in terms of age shall perform the duties of the Chairperson until the election, unless the Supervisory Board decides otherwise. This person shall not have a second vote.

Section 3 Committees

- (1) Immediately following the elections pursuant to subsection 2 (1), the Supervisory Board shall form the Mediation Committee pursuant to Section 27 (3) German Codetermination Act (MitbestG). The members of this committee are the Chairperson of the Supervisory Board and the Deputy Chairperson elected under the terms of Section 27 (1) and (2) German Codetermination Act (MitbestG) and one member each elected by majority vote of the shareholder representatives and the employee representatives on the Supervisory Board. This committee shall be chaired by the Chairperson of the Supervisory Board.

This committee shall be in charge of making proposals for the appointment and removal of members of the Management Board pursuant to Section 31 (3) and (5) German Codetermination Act (MitbestG).

- (2) The Supervisory Board shall form a General and Personnel Committee. The General and Personnel Committee is made up of the Chairperson of the Supervisory Board, their Deputy Chairperson and up to two Supervisory Board members each elected upon proposal of the Supervisory Board's shareholder representatives and employee representatives. The General and Personnel Committee is chaired by the Chairperson of the Supervisory Board.

The Supervisory Board appoints and dismisses the members of the Management Board. The General and Personnel Committee prepares personnel decisions for the Supervisory Board without prejudice to the tasks assigned by law to the Mediation Committee, and also deals with the terms of the employment contracts with the members of the Management Board, including remuneration. Based on the proposals of the General and Personnel Committee, the Supervisory Board

decides on the conclusion, amendment and termination of the employment contracts with the members of the Management Board, sets the total remuneration of the individual Management Board members, decides on the remuneration system for the Management Board and reviews it regularly.

The General and Personnel Committee shall make the following decisions in place of the Supervisory Board

- (a) Decisions on other legal transactions with members of the Management Board pursuant to Section 112 German Stock Corporation Act (AktG)
 - (b) Decisions on the granting of loans to the group of persons referred to in Sections 89, 115 German Stock Corporation Act (AktG)
 - (c) Decisions on the approval of contracts with members of the Supervisory Board pursuant to Section 114 German Stock Corporation Act (AktG)
- (3) The Supervisory Board shall form an Audit Committee. The Audit Committee consists of at least two Supervisory Board members each elected upon proposal of the Supervisory Board' shareholder representatives and employee representatives. There is no need for equal representation in the Audit Committee. At least one member of the Audit Committee must have expertise in accounting and auditing; the members of the committee as a whole must be familiar with the sector in which the Company operates. The Chairperson of the Audit Committee shall be elected on the proposal of the shareholder representatives. The Chairperson shall not be the Chairperson of the Supervisory Board. The Chairperson of the Audit Committee shall have special knowledge and experience in the application of accounting principles and internal control procedures, shall be familiar with the audit of the financial statements and shall be independent of the Company and its Management Board. If a vote in the Audit Committee results in a tie, the Chairperson's vote shall count twice.
- (a) The Audit Committee shall, in particular, be in charge of preparing negotiations and resolutions for the Supervisory Board on questions of

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accounting and risk management and of dealing with the audit of the financial statements, here in particular with selecting and checking the necessary independence of the auditor, issuing the audit mandate to the auditor, determining focal points of the audit, the additional services rendered by the auditor and the fee agreement. The Audit Committee shall regularly assess the quality of the audit. The Chairperson of the Supervisory Board or the Chairperson of the Audit Committee shall be authorised to sign the auditor's mandate.

- (b) The Audit Committee shall deal with the audit of the financial reporting and the monitoring of the financial accounting process; the financial accounting includes in particular the consolidated financial statements and the Group management report (including CSR reporting), financial information during the year and the separate financial statements according to the German Commercial Code (HGB). The Audit Committee may make recommendations or proposals to ensure the integrity of the financial accounting process. They prepare the Supervisory Board for the decisions on the adoption of the annual financial statements and the consolidated financial statements. For this purpose, they are responsible for a preliminary review of the annual financial statements, the consolidated financial statements, the summarised management report and the proposal for the allocation of unappropriated profit. The auditor shall participate in these Audit Committee negotiations.
- (c) In addition, the Audit Committee shall support the Supervisory Board in monitoring the management of the Company and, in particular, shall deal with the effectiveness of the internal controlling system, the risk management system, the internal auditing system and compliance. For this purpose, it may exercise the special inspection and audit rights to which the Supervisory Board is entitled pursuant to Section 111 (2) German Stock Corporation Act (AktG).

- (4) The Supervisory Board shall form a Nomination Committee composed exclusively of shareholder representatives. The Nomination Committee shall nominate suitable candidates to the Supervisory Board for their proposals to the Annual General Meeting for the election of Supervisory Board members. The Chairperson of the Nomination Committee shall be elected by the committee from among its members.
- (5) The Supervisory Board shall form a committee that decides on the approval of transactions with related parties pursuant to Section 111b (1) German Stock Corporation Act (AktG) (Related Party Transactions) (RPT Committee). The RPT Committee shall consist of two Supervisory Board members each elected upon proposal of the Supervisory Board' shareholder representatives and employee representatives. The Chairperson of the RPT Committee shall be elected on the proposal of the shareholders' representatives. If a member of the RPT Committee cannot be a member of the committee with regard to a certain transaction with related parties pursuant to Section 107 (3) sentence 5 German Stock Corporation Act (AktG), the Supervisory Board shall appoint another member of the Supervisory Board to the RPT Committee in their place for whom there is no such impediment, for the deliberation and resolution on this transaction; if a circumstance occurs as a result of which the committee is no longer composed pursuant to Section 107 (3) sentence 6 German Stock Corporation Act (AktG), the Supervisory Board shall restore the legally required composition by correspondingly dismissing and reappointing committee members.

In the event of the dismissal of a committee member elected on the proposal of the shareholder representatives, another member shall be appointed on their proposal, and in the event of the dismissal of a committee member elected on the proposal of the employee representatives, the new appointment shall be based accordingly on their proposal.

- (6) The Supervisory Board may form further committees from among its members. The tasks, powers and procedures of the committees shall be determined by the

Supervisory Board. To the extent permitted by law, decision-making powers of the Supervisory Board may also be delegated to the committees.

- (7) The chairpersons of the committees shall report regularly to the Supervisory Board on the deliberations and resolutions of the respective committees.
- (8) Unless otherwise provided by law, by these Rules of Procedure or by a committee's rules of procedure, the provisions governing the Supervisory Board shall apply mutatis mutandis to the convening, form and recording of meetings and resolutions, to the quorum and to voting in a committee; however, unless otherwise mandated by law, at least three committee members must participate in a vote, and in the case of committees with more than six members, at least half of the required committee members.

Section 4 Age limit / efficiency audit / conflicts of interest

- (1) The age limit for members of the Supervisory Board is seventy. This age limit may be deviated from in individual cases, taking into account the interests of the Company.
- (2) The Supervisory Board shall regularly assess how effectively the Supervisory Board and its committees perform their duties as a whole (self-assessment).
- (3) Serious and not merely temporary conflicts of interest for a Supervisory Board member shall lead to the termination of their office.

Section 5 Rights and duties of the members of the Supervisory Board

- (1) All members of the Supervisory Board shall have the same rights and duties. They shall not be bound by orders or instructions.
- (2) The members of the Supervisory Board shall – even after leaving office – maintain secrecy about confidential information and secrets relating to the Company, namely business and trade secrets, which become known to them through their activities on the Supervisory Board. This shall apply, in particular, to confidential

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reports and confidential consultations. If a member of the Supervisory Board wishes to disclose information to third parties which cannot be classified with certainty as not being confidential or concerning secrets of the Company, they shall be obliged to inform the Chairperson of the Supervisory Board in advance and to give him/her the opportunity to comment. Each member of the Supervisory Board shall ensure that employees engaged by them comply with the duty of confidentiality in the same manner.

- (3) Each member of the Supervisory Board shall be obliged to act in the interests of the Company. In making decisions, they may neither pursue personal interests nor take advantage of business opportunities for themselves which the Company is entitled to. Each member of the Supervisory Board shall disclose conflicts of interest to the Chairperson of the Supervisory Board without delay; if the Chairperson has a conflict of interests, he/she shall disclose the conflict to the Deputy Chairperson without delay. Consultancy contracts, other service contracts and/or contracts for work and services between a member of the Supervisory Board and the Company or a subsidiary are subject to the approval of the Supervisory Board. The Supervisory Board shall provide information in its report to the Annual General Meeting on any conflicts of interest that have arisen and how they have been dealt with.

Section 6 Chairperson and Deputy Chairperson

- (1) If the Chairperson or their Deputy retires from office prematurely, the Supervisory Board shall hold a new election without delay.
- (2) The Chairperson of the Supervisory Board shall coordinate the work of the Supervisory Board, chair its meetings and, notwithstanding subsection 6 (4), represent the Supervisory Board in external affairs. He/she shall maintain regular contact with the Management Board, in particular with the Chairperson of the Management Board, between Supervisory Board meetings and shall consult with him/her on issues of strategy, business performance, risk situation, risk

management and compliance of the Company.

- (3) The Deputy Chairperson shall only have the rights and duties of the Chairperson if the latter is prevented and the law or the Articles of Association do not provide otherwise. He/she shall not be entitled to the second vote of the Chairperson of the Supervisory Board.
- (4) The Chairperson or – if prevented – their Deputy shall be authorised to make the declarations required for the implementation of the resolutions of the Supervisory Board and its committees on behalf of the Supervisory Board. The Supervisory Board may also resolve to authorise other members to make declarations. Declarations received by a member of the Supervisory Board or a member of the Management Board shall be immediately brought to the attention of the entire Supervisory Board.

Section 7 Meetings

- (1) The Supervisory Board shall hold two meetings per calendar half-year. The Supervisory Board shall also be convened if requested to do so by a member of the Supervisory Board or by the Management Board, stating the purpose and the reasons.
- (2) The Supervisory Board meetings shall be convened by the Chairperson with 14 days' notice in writing, by telephone, telex, fax or electronic communication. In urgent cases, the Chairperson, or in the case the Chairperson is prevented, his/her Deputy, may shorten the notice period and also convene meetings verbally.
- (3) The invitation shall include the agenda. Proposals for resolutions and discussion documents on items on the agenda shall be sent to the members of the Supervisory Board as a rule one week before the meeting. The Chairperson of the Supervisory Board may deviate from this in justified cases; this applies, in particular, in cases pursuant to subsection 7 (2) sentence 2.

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- (4) The Chairperson of the Supervisory Board may cancel or postpone a convened meeting at their due discretion, to the extent permitted by law.
- (5) The Chairperson of the Supervisory Board shall chair the meetings. He/she shall appoint someone to take the minutes and decide on the consultation of experts and persons providing information on individual items on the agenda, provided that no member of the Supervisory Board objects.
- (6) The members of the Management Board shall participate in the meetings unless the Chairperson of the Supervisory Board or the Supervisory Board determines otherwise. The Supervisory Board shall also meet regularly without the Management Board.
- (7) The Report of the Supervisory Board shall indicate the number of meetings of the Supervisory Board and of the committees attended by each member.

Section 8 Adoption of resolutions

- (1) As a rule, resolutions of the Supervisory Board shall be adopted in meetings. Members of the Supervisory Board who are connected by telephone or video conference shall be deemed to be present. Absent members of the Supervisory Board may participate in the resolutions of the Supervisory Board by having their written vote submitted by another member of the Supervisory Board. This shall also apply to the casting of the second vote of the Chairperson of the Supervisory Board. A vote submitted by fax or by means of electronic media shall also be deemed to be a written vote.
- (2) The Chairperson of the Supervisory Board shall determine the order in which the items on the agenda are discussed and the type and order of voting.
- (3) The adoption of a resolution on an item on the agenda that was not included in the invitation shall only be admissible if no member of the Supervisory Board objects to the adoption of the resolution. Members who were unable to attend shall be given the opportunity to cast a subsequent vote within a reasonable

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period of time determined by the Chairperson of the Supervisory Board.

- (4) A resolution of the Supervisory Board may also be adopted outside a meeting by written circulation (by letter, fax or email) or by telephone or by other means of telecommunication or by a combination of these means of communication, if so ordered by the Chairperson; there shall be no right to object to this.
- (5) The Supervisory Board may issue rules of procedure for the Management Board. These Rules of Procedure shall define, among other things, a catalogue of transactions for which the Management Board requires the approval of the Supervisory Board, except in such cases that are regulated by law.

Section 9 Minutes

- (1) Minutes shall be taken of the resolutions and meetings of the Supervisory Board, stating 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.
- (2) The minutes shall be signed by the Chairperson of the Supervisory Board and brought to the attention of each member of the Supervisory Board.
- (3) The minutes shall be approved at the next meeting of the Supervisory Board.
- (4) Resolutions which have not been adopted in meetings shall be dealt with according to points (1) to (3).

Section 10 Audit reports

The audit reports shall be sent to each member of the Supervisory Board or, if the Supervisory Board has so decided, to the members of the Audit Committee before the meeting of the Supervisory Board at which the annual financial statements are adopted. They shall be returned to the Company at this meeting at the latest. After return, they may again be requested for inspection by the members of the Supervisory Board; in this case, they shall be returned to the Company within two weeks.

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Section 11 Duration and entry into force of the Rules of Procedure

- (1) The Rules of Procedure of the Supervisory Board shall be valid until they are amended or repealed; amendments or repeals shall require a resolution of the Supervisory Board in office at the time.
- (2) This version of the Rules of Procedure shall enter into force on 26 May 2021.