

TTL Beteiligungs- und Grundbesitz-AG

Rules of Procedure for the Supervisory Board

The Supervisory Board adopts the following rules of procedure:

§ 1 Basic duties

The duties and responsibilities of the Supervisory Board are set out in the statutory provisions, the Articles of Association, and these Rules of Procedure. Its members have the same rights and obligations and are not bound by any instructions.

§ 2 Cooperation between the Management Board and the Supervisory Board

- (1) The Management Board shall inform the Supervisory Board regularly, promptly, and comprehensively about all issues relevant to the company concerning planning, business development, the risk situation, and risk management. It shall address any deviations in the course of business from the plans and targets set, stating the reasons for such deviations.
- (2) Reports from the Executive Board shall generally be submitted in text form.
- (3) The Management Board shall report to the Supervisory Board on changes in the distribution of individual business areas among its members.
- (4) Documents necessary for decision-making, in particular the individual financial statements and the audit report, shall be forwarded to the members of the Supervisory Board in good time before the meeting.

§ 3

Transactions requiring approval

- (1) Transactions and measures which the Management Board may only undertake with the prior approval of the Supervisory Board are specified in § 3 of the rules of procedure for the Management Board of TTL Beteiligungs- und Grundbesitz-AG adopted by the Supervisory Board.
- (2) The Supervisory Board may determine that other transactions or measures that are of significant importance to the company may only be carried out with its approval.

§ 4

Election of the Chairman and Deputy Chairman

- (1) Following the Annual General Meeting at which all members of the Supervisory Board have been newly elected, a Supervisory Board meeting shall be held without a special convocation. At this meeting, the Supervisory Board shall elect a Chairman and a Deputy Chairman from among its members. The election shall be conducted by the oldest member of the Supervisory Board.
- (2) The election shall be for the term of office of the elected Supervisory Board member. If the Chairman or his Deputy resigns from the Supervisory Board during their term of office, a replacement election shall be held immediately for the remainder of the term of office of the resigning member.
- (3) The chairperson of the Supervisory Board or, if the chairperson of the Supervisory Board is unable to attend, the deputy chairperson shall implement the resolutions of the Supervisory Board and issue the necessary declarations of intent.

§ 4a

Committees

- (1) The Supervisory Board shall form an Audit Committee. It may form further committees from among its members.
- (2) The provisions for the Supervisory Board in the Articles of Association and these Rules of Procedure shall apply mutatis mutandis to committees, unless otherwise provided by law or specified below.

- (3) Each committee elects a chairperson from among its members.
- (4) The respective committee chairpersons shall report regularly to the supervisory board on the work of the committees.

§ 4b Audit Committee

- (1) The Audit Committee shall consist of three members of the Supervisory Board to be elected by the Supervisory Board. At least one member of the Audit Committee must have expertise in the field of accounting and at least one other member of the Audit Committee must have expertise in the field of auditing. The chairperson of the Audit Committee should have special knowledge and experience in the application of accounting principles and internal control procedures, as well as being familiar with auditing and independent.
- (2) The Audit Committee is primarily responsible for reviewing the accounting system, the monitoring the accounting process, the effectiveness of the internal control system, the risk management system, and the internal audit system, as well as the audit of the financial statements and compliance. Accounting includes, in particular, the consolidated financial statements and the group management report (including any CSR reporting), any financial information during the year, and the individual financial statements in accordance with the German Commercial Code (HGB). The audit committee may make recommendations or proposals to ensure the integrity of the accounting process. The audit committee is also responsible for selecting and monitoring the independence of the auditor, determining the focus of the audit, and monitoring the additional services provided by the auditor. The Audit Committee decides in advance on the approval of permissible non-audit services provided by the auditor. The Audit Committee prepares the Supervisory Board's decision on awarding the audit mandate to the auditor and on the fee agreement.
- (3) The Audit Committee prepares the Supervisory Board's proposal to the Annual General Meeting for the election of the auditor and issues a reasoned recommendation, which in cases where the audit mandate is put out to tender includes at least two candidates. In order to verify the independence of the auditor, the Audit Committee obtains a declaration from the auditor

The Audit Committee regularly assesses the quality of the audit.

- (4) The Audit Committee prepares the Supervisory Board's decision on the adoption of the annual financial statements and the approval of the consolidated financial statements. To this end, it is responsible for a preliminary review of the annual financial statements, the management report, the consolidated financial statements, the group management report, and the proposal for the appropriation of profits.

§ 5

Meetings and passing resolutions

- (1) The Supervisory Board is convened by its Chairman, or in his absence by his Deputy, with ten days' notice in writing, by fax or e-mail or by other customary means of communication. The day on which the invitation is sent and the day of the meeting are not included in the calculation of the notice period. In urgent cases, the Chairman may shorten the notice period and also convene meetings verbally or by telephone. The invitation shall include the items on the agenda and any proposed resolutions.
- (2) Meetings of the Supervisory Board may also be held in the form of telephone or video conferences at the request of the Chairman of the Supervisory Board or with the consent of all members of the Supervisory Board, or individual members of the Supervisory Board may be connected by telephone or video conference; Individual members of the Supervisory Board do not have a right of objection pursuant to Section 108 (4) AktG in the event of an order by the Chairman. Members of the Supervisory Board who are connected to face-to-face meetings by telephone or video conference are considered to be present.
- (3) The Supervisory Board has a quorum if all members of the Supervisory Board have been invited and at least three members of the Supervisory Board participate in the resolution. Participation in this sense also includes abstention from voting. A resolution on an item on the agenda that was not included in the invitation is only permissible if no member of the Supervisory Board present objects to the resolution. The objection must be made immediately. In such a case, absent members of the Supervisory Board shall be given the opportunity to object to the resolution within a reasonable period of time to be determined by the Chairman of the Supervisory Board or to cast their vote verbally, by telephone, in writing, by fax, by e-mail, or by other customary means of communication. The resolution shall only become effective if the absent members of the Supervisory Board have not objected within

within the period or if they have agreed to the procedure.

- (4) The meeting shall be chaired by the Chairman of the Supervisory Board or, in his absence, by his deputy. The Chairman shall determine the order in which the items on the agenda are dealt with and the manner and order of voting.
- (5) Resolutions of the Supervisory Board are passed by a simple majority of votes, unless otherwise required by law. In the event of a tie, a new vote shall be held on the same item. If the vote is still tied, the Chairman of the Supervisory Board or, if he is not participating in the resolution, his deputy, shall have two votes; this also applies to elections.
- (6) The resolutions of the Supervisory Board are passed regularly at meetings. Resolutions outside of meetings may be passed at the request of the Chairman of the Supervisory Board or, if all members of the Supervisory Board are present, by means of votes cast verbally, by telephone, in writing, by fax, by e-mail, or by other common means of communication; there is no right of objection for individual members of the Supervisory Board pursuant to Section 108 (4) of the German Stock Corporation Act (AktG). The aforementioned forms of resolution may be combined.
- (7) Absent members of the Supervisory Board may participate in Supervisory Board resolutions by having other Supervisory Board members submit written votes on their behalf. This also applies to the casting of the second vote of the Chairman of the Supervisory Board or his deputy. In addition, they may cast their votes during the meeting or subsequently within a reasonable period of time to be determined by the Chairman of the Supervisory Board, either verbally, by telephone, in writing, by fax, by e-mail, or by other customary means of communication, provided that no member of the Supervisory Board objects to this type of voting.
- (8) Minutes shall be taken of the resolutions and meetings of the Supervisory Board as evidence, but not as a requirement for validity, and shall be signed by the chairperson of the meeting. The above shall apply mutatis mutandis to resolutions of the Supervisory Board that are passed outside of meetings.

§ 6
Duty of confidentiality

- (1) Each member of the Supervisory Board is obliged to maintain confidentiality regarding all confidential information and secrets of the company, in particular trade and business secrets, which have become known to them through their activities on the Supervisory Board, even after the end of their term of office as a member of the Supervisory Board. At the end of their term of office, all confidential documents must be returned to the Chairman of the Supervisory Board.
- (2) Confidential information within the meaning of paragraph 1 is all information that the disclosing party expressly designates as confidential and where, from a reasonable economic perspective, it cannot be ruled out that the interests of the company could be impaired if it were disclosed. A secret within the meaning of paragraph 1 is also any fact directly or indirectly related to business and operational activities that is known only to a limited group of persons and which, from a reasonable economic perspective, can be assumed to be desired to be kept secret by the company and for which there is a need for secrecy in the interests of the company.
- (3) Written reports from the Management Board to the Supervisory Board shall be handed out to the members of the Supervisory Board, unless the Supervisory Board decides otherwise in individual cases. Each member of the Supervisory Board is entitled to inspect the auditors' reports and all other reports prepared in connection with the company, in particular dependency reports.

§ 7
Conflicts of interest

- (1) Each member of the Supervisory Board shall disclose to the Supervisory Board any conflicts of interest, in particular those that may arise as a result of advising or serving in an executive capacity for customers, suppliers, lenders, or other business partners. The procedure for disclosure shall be agreed with the Chairman of the Supervisory Board.
- (2) The Supervisory Board shall inform the Annual General Meeting in its report of any conflicts of interest that have arisen and how they have been dealt with.
- (3) Significant and not merely temporary conflicts of interest involving a member of the Supervisory Board shall lead to the termination of the mandate, e.g., by way of resignation.

§ 8
Efficiency monitoring

The Supervisory Board shall regularly review the efficiency of its activities. In addition to qualitative criteria to be determined by the Supervisory Board, the efficiency review shall focus in particular on the procedures within the Supervisory Board and the timely provision of sufficient information to the Supervisory Board. To this end, the Supervisory Board shall specify the information and reporting obligations of the Management Board in more detail.

§ 9
Age limits

- (1) As a rule, only persons who have not yet reached the age of 70 should be nominated for election as members of the company's Supervisory Board.

- (2) Only persons who have not yet reached the age of 60 may be appointed to the Executive Board.

§ 10

In all other respects, the provisions of the company's articles of association and the statutory provisions shall apply.

Munich, December 20, 2021

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