

**Rules of Procedure
for the Supervisory Board of
OH B SE**

§ 1

General

1. In performing its duties, the Supervisory Board of OH B SE (the "**Company**") shall work in a spirit of trust and cooperation with the other organs of the Company for the benefit of the Company. The members of the Supervisory Board shall not be 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 laws, the Company's Articles of Association, and these Rules of Procedure. As long as the Company's shares are admitted to trading on the regulated market of the Frankfurt Stock Exchange or another stock exchange in the European Economic Area, the members of the Supervisory Board shall comply with the recommendations of the German Corporate Governance Code that apply to them, unless deviations are declared in the declaration of conformity to be submitted annually together with the Management Board.
3. The Chairman of the Supervisory Board maintains regular contact with the Chairman of the Management Board between Supervisory Board meetings and consults with him on issues relating to the Company's strategy, planning, business development, risk management, and compliance. The Chairman of the Supervisory Board is informed immediately by the Chairman of the Management Board of any important events that are of significant importance for the assessment of the situation and development of the Company and for its management. The Chairman of the Supervisory Board shall then inform the other members of the Supervisory Board and, if necessary, convene a Supervisory Board meeting.
4. The Supervisory Board must decide on the business plan (budget) for the coming fiscal year submitted by the Management Board by December 15 of each year.
5. The members of the Supervisory Board may not hold any executive positions with competitors of the Company.

§ 2

Chairman, Deputy Chairman

1. Following the Annual General Meeting at which the members of the Supervisory Board are elected, a Supervisory Board meeting shall be held without a special convocation or notification of an agenda. At this meeting, the Supervisory Board shall elect a Chairman and one or, indicating a ranking, several Deputy Chairmen from among its members. The election shall be conducted by the oldest member of the Supervisory Board in terms of age.
2. The term of office of the Chair and the Deputy Chair(s) corresponds to their term of office as members of the Supervisory Board, unless a shorter term of office is specified at the time of election.
3. If the Chairman or his/her Deputy resigns from office before the end of the term of office, the Supervisory Board shall immediately elect a new Chairman and/or Deputy for the remaining term of office of the person who has resigned. Paragraphs 1 and 2 of this § 2 shall apply accordingly.
4. The Deputy Chair(s) shall assume the duties and responsibilities of the Chairman of the Supervisory Board in the event that the Chairman is unable to perform his or her duties.

§ 3

Composition of the Supervisory Board

The Supervisory Board consists of five (5) Supervisory Board members. At least one (1) Supervisory Board member shall, in the opinion of the Supervisory Board, be independent within the meaning of Section C.6 of the German Corporate Governance Code. Within the scope of the permissible interpretation of the term "controlling shareholder" within the meaning of Section C.9 of the German Corporate Governance Code, it should also be taken into account that a shareholder may gain a controlling position by acting in concert with another shareholder.

§ 4

Meetings

1. The Supervisory Board shall meet at least twice per calendar half-year.
2. The meetings are held in German.
3. The Chairman shall convene the meetings in writing with fourteen days' notice and determine the form of the meetings. 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 convene a meeting in writing, by fax, by electronic means (e-mail) or by telephone. The items on the agenda shall be announced in the invitation.

4. Before the start of each financial year, the Chairman of the Supervisory Board shall draw up a schedule for the Supervisory Board meetings in the financial year and send it to the members of the Supervisory Board.
5. The Chairman of the Supervisory Board may cancel or postpone a convened meeting at his or her discretion.
6. The Chairman of the Supervisory Board shall determine the order in which the items on the agenda are to be discussed, as well as the type and order of voting, and shall chair the meeting. He or she shall decide on the participation of the Management Board, on the admission of guests, and on the consultation of experts and informants for information and advice on individual items on the agenda. Section 109 of the German Stock Corporation Act (AktG) and Section 12 (11) and (12) of the Articles of Association remain unaffected.

§ 5

Resolution

1. Resolutions of the Supervisory Board are generally passed in face-to-face meetings. If a member is unable to attend, the Chairman of the Supervisory Board must be notified as early as possible before the start of the meeting.
2. Resolutions on items on the agenda that have not been announced in good time may only be passed if no member objects to the vote. In such cases, absent members shall be given the opportunity within a reasonable period of time determined by the Chairman to object to the resolution or to cast their vote in writing, by fax, or by electronic means of telecommunication; the resolution shall only become effective if no absent member has objected within the specified period.
3. At the instigation of the Chairman, meetings may also be held in the form of a conference call or other electronic means of communication (in particular video conferencing), and individual Supervisory Board members may be connected 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 considered to be present. At the request of the Chairman of the Supervisory Board, resolutions may also be passed in writing, by fax, electronically (email), by telephone or by other common means of telecommunication, in

particular by video conference, provided that no absent member objects to this procedure without delay. Such resolutions shall be recorded in writing by the Chairman and forwarded to all members.

4. The Supervisory Board shall constitute a quorum if all members have been invited and at least half of the members of which it is to consist, but at least three members, participate in the resolution. For the purposes of determining the quorum of the Supervisory Board, a member shall also participate in the resolution if he abstains from voting. Absent members may participate in the resolution by submitting a written vote through another member. A vote cast by electronic means shall also be considered a written vote. It is not permissible to authorize another member of the Supervisory Board or a third party to cast a vote. A combination of the various forms of resolution, including in conjunction with a meeting of individual or several members of the Supervisory Board, is permissible.
5. The resolutions of the Supervisory Board are passed by a simple majority of votes, unless otherwise required by law. In the event of a tie, the Chairman of the Supervisory Board has the casting vote, and in the event of his or her absence, the next highest-ranking deputy has the casting vote. Abstentions or invalid votes are to be counted as votes not cast.
6. The Chairman is authorized to make the declarations of intent necessary to implement the resolutions of the Supervisory Board and to accept declarations of intent on behalf of the Supervisory Board. If the Chairman is unable to attend, his next highest-ranking deputy shall have these powers.

§ 6

Minutes

1. Minutes shall be taken of the proceedings and resolutions of the Supervisory Board, which shall be signed by the Chairman of the meeting or, in the case of votes outside of meetings, by the person conducting the vote, and forwarded to all members.
2. The minutes shall state the place and date of the meeting, the participants, the items on the agenda, the essential content of the proceedings, and the resolutions of the Supervisory Board. A copy shall be sent to each member of the Supervisory Board within two weeks.
3. A resolution on the approval of the minutes shall be passed at the following meeting of the Supervisory Board.

§ 7

Formation of Committees

1. The Supervisory Board may form Committees from among its members and, to the extent permitted by law, also delegate decision-making powers to them. The Committees may call in experts as necessary. The members of the Committees shall be elected by a simple majority of the votes cast. Unless a shorter term of office is specified at the time of election, their term of office shall correspond to their term of office as members of the Supervisory Board.
2. The provisions set out in § 12 of the Company's articles of association and in these rules of procedure shall apply accordingly to the procedures of the Committees, unless otherwise specified in the rules of procedure of the Supervisory Board or the Committee.
3. A Committee has a quorum if at least three committee members participate in the decision-making process.
4. The Committees shall report regularly to the Supervisory Board on their work.

§ 8

Conflicts of interest

1. The members of the Supervisory Board are committed to the interests of the Company. No member of the Supervisory Board may pursue personal interests in their decisions or take advantage of business opportunities that belong to the Company.
2. Each member of the Supervisory Board must disclose to the Supervisory Board any potential conflicts of interest, in particular those pursuant to § 111a AktG (German Stock Corporation Act) or those that may arise due to an advisory or executive function at third parties. The Supervisory Board shall inform the Company's Annual General Meeting in its report about 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 result in the termination of that member's mandate.

§ 9

Confidentiality

1. The members of the Supervisory Board shall maintain confidentiality regarding confidential reports and confidential consultations as well as secrets of the Company, namely trade and business secrets, which have become known to them through their activities on the Supervisory Board. This obligation shall continue to apply after they have left office. This applies in particular to confidential reports and confidential consultations, as well as to the proceedings of Supervisory Board meetings, including voting.
2. If a member of the Supervisory Board wishes to disclose information to third parties which cannot be ruled out with certainty as being confidential or relating to Company secrets, they shall inform the Chairman of the Supervisory Board in advance and give him the opportunity to comment. If the Chairman of the Supervisory Board does not agree to the disclosure, he shall inform the other members of the Supervisory Board and obtain an immediate statement from the Supervisory Board. Until this statement is made, the member of the Supervisory Board concerned shall maintain confidentiality regarding the facts that have become known to him through his office. Once this statement has been made, he shall act in accordance with it.
3. The Chairman of the Supervisory Board shall ensure that the company employees engaged by the Supervisory Board also comply with the duty of confidentiality in the same manner. Each member of the Supervisory Board shall ensure that the employees engaged by him or her comply with the duty of confidentiality in the same manner.
4. Upon leaving office, the members of the Supervisory Board are obliged to immediately hand over to the Company concerned or, if technically possible, destroy all documents such as papers, correspondence, records, and the like relating to matters of the Company, the shareholders, or an affiliated company that are in their possession. Members of the Supervisory Board have no right to retain the documents.
5. In the event that, after a member of the Supervisory Board has left office, the Company (including all its management bodies and shareholders) or third parties assert claims against the Supervisory Board member in connection with the performance of his or her duties as a member of the Supervisory Board, either in or out of court, the Company shall, upon request, grant the member of the Supervisory Board access to the minutes of the Supervisory Board meetings held during his or her term of office, including any attachments, as well as the reports of the Management Board made available to the Supervisory Board, and shall permit the member to make copies thereof. The same applies to the minutes of the Committees to which the member belonged during his or her term of office

This translation is provided solely for convenience. In the event of any discrepancies, inconsistencies, or ambiguities between the translated version and the original German text, the German version shall prevail.

The member of the Supervisory Board undertakes to use the documents and data made available under the above provisions exclusively for the purposes of personal legal defense against the claims asserted and to treat them as confidential in all other respects.

§ 10

Period of validity and entry into force

1. The rules of procedure of the Supervisory Board shall remain in force until they are amended or repealed; any amendment or repeal requires a resolution of the Supervisory Board.
2. This version of the rules of procedure shall enter into force upon adoption by the Supervisory Board.

Bremen, _____ 2024

Robert Wethmar

Chairman of the Supervisory Board
OHB SE