



Status: June 2020

Code of Procedure
for the Supervisory Board
of
MVV Energie AG

At its meeting on 3 March 1999 the Supervisory Board of MVV Energie AG adopted the following Code of Procedure pursuant to § 11 (2) of the Articles of Association. This was most recently amended by resolution of the Supervisory Board on 30 June 2020:

§ 1

The Supervisory Board discharges its duties in accordance with the requirements of the German Stock Corporation Act (*Aktiengesetz – AktG*), the Articles of Association (in particular § 11), any intercompany agreements concluded and the requirements of this Code of Procedure. An upper age limit of 70 should be complied with for Supervisory Board members. Each Supervisory Board member should disclose to the Supervisory Board any conflicts of interests, in particular any such conflicts of interest that may arise due to an advisory function or directorship at customers, suppliers, lenders or other business partners.

§ 2

The Supervisory Board shall hold a constituent meeting subsequent to the Annual General Meeting upon the conclusion of which the term in office of elected Supervisory Board members expires and at which Supervisory Board members are elected for the new term in office (§ 9 of the Articles of Association). At this meeting, the Supervisory Board shall elect its Chairman and Deputy Chairman pursuant to § 10 (1) of the Articles of Association.

§ 3

Supervisory Board meetings shall be held with due compliance with the notice periods set out in § 110 (3) AktG and generally at the company's legal domicile unless, if required, another venue is stipulated in the invitation to the meeting. The chairmanship, the details of convening and the adoption of resolutions are otherwise stipulated in detail in § 12 of the Articles of Association.

§ 4

- (1) The Supervisory Board may form committees from among its members in line with requirements. Committees may perform advisory functions or be furnished with the powers to adopt resolutions. In assigning duties, due account must be taken of § 107 (3) AktG. In the matters assigned to them, committees shall have an unrestricted right to receive information and to perform investigations. Individual committee members shall only be entitled to receive information that is provided to the entire committee.
- (2) A committee shall have a quorum when half of its members, but no fewer than three members, participate in the adoption of the resolution. No application shall be made of § 13 (3) Sentence 4 of the Articles of Association unless explicitly stipulated otherwise by the Supervisory Board when forming the respective committee.

- (3) Committee meetings shall be convened by their respective chairperson, or by the deputy chairperson should the chairperson be prevented from doing so, as frequently as required by the matters to be addressed or if requested to do so by the Executive Board or a committee member with the purpose and reasons for such request being stated. The requirements applicable to the Supervisory Board, and in particular this Code of Procedure, shall apply by analogy to the committees unless the Supervisory Board adopts other requirements in specific cases.
- (4) The Supervisory Board shall form a Personnel Committee. This shall comprise a total of six members, namely the Supervisory Board Chairman as committee chairman, the Deputy Supervisory Board Chairman as his deputy, two shareholder representatives and two employee representatives.

The following matters, including the adoption of the respective resolutions, shall be assigned to the Personnel Committee:

- The granting of special and additional leave and of payments in lieu of vacation to Executive Board members in cases where such members have separate employment contracts with the company
- Approval of loans granted by the company to Executive Board members, plenipotentiaries, authorised representatives, Supervisory Board members and other third parties stipulated in § 89 (2) – (4) and § 115 (1) – (3) AktG
- Approval of the granting and revocation of general powers of attorney to heads of division. The extraordinary termination of employment contracts with plenipotentiaries shall not require the approval of the Personnel Committee. The Executive Board shall rather inform the Personnel Committee at its next meeting of any such circumstance. The Chairman of the Supervisory Board or, should he not be available, the Deputy Chairman shall be notified of the termination immediately.

The Supervisory Board shall be informed of the resolutions adopted by the Personnel Committee at its next scheduled meeting. In the event of a parity of votes

in the Personnel Committee, the matter must be submitted without delay for the Supervisory Board to reach a decision.

The Personnel Committee shall prepare the following matters for resolution by the Supervisory Board:

- The conclusion, amendment and rescission of employment contracts between Executive Board members and the company, including the agreement or amendment of remuneration and the granting or amendment of invalidity, retirement, or surviving dependents provision. When concluding employment contracts with Executive Board members, due account should be taken of an upper age limit of 65.
- Approval of side-line activities on the part of Executive Board members.

The Personnel Committee shall be responsible for preparing all other personnel-related matters for which the Supervisory Board is responsible.

- (5) The Supervisory Board shall appoint an Audit Committee from among its members. The composition, duties, powers and procedural rules of the Audit Committee shall be laid down by the Supervisory Board in the Code of Procedure for the Audit Committee.

§ 5

Declarations of intent by the Supervisory Board and its committees shall be issued on behalf of the Supervisory Board by the Chairman or, should he not be available, by the authorised deputy. This shall also apply to any representation of the company towards the Executive Board members.

§ 6

- (1) The Executive Board members should be called upon to provide statements and report on the questions relating to the agenda.

- (2) Individual Supervisory Board members shall only be entitled to request Executive Board reporting that is provided to the full Supervisory Board.

§ 7

A Supervisory Board member shall be excluded from the discussion and adoption of resolutions in any matter involving the execution of a legal transaction with him or her or the initiation or settlement of any legal dispute between him or her and the company or when a genuine conflict of interest pertains.

§ 8

- (1) Within the statutory duty of care incumbent on them, members of the Supervisory Board and the Executive Board shall maintain confidentiality in respect of confidential matters of which they gain awareness due to discussions in the Supervisory Board.
- (2) The Chairman shall also oblige any experts or other persons invited to participate in the discussions to maintain the same degree of confidentiality.