



**In accordance with § 11 para. 1 of the Articles of Incorporation, the Supervisory Board of Bayer AG hereby adopts the following Rules of Procedure for the conduct of its business:**

## **§ 1 Duties of the Supervisory Board**

- (1) The Supervisory Board advises the Board of Management in the direction of the Company and supervises its management operations. It cooperates closely with the Board of Management for the good of the Company. The Supervisory Board is involved in decisions of fundamental importance for the Company.
- (2) The Supervisory Board conducts its business in accordance with the statutory provisions, the provisions of the Articles of Incorporation and these Rules of Procedure. It is guided by the recommendations and suggestions contained within the German Corporate Governance Code and observes those recommendations covered by its declaration of compliance.
- (3) The Supervisory Board appoints the members of the Board of Management. Together with the Board of Management, it shall ensure long-term succession planning; this procedure shall be outlined in the Declaration by Corporate Management. Decisions on the composition of the Board of Management shall aim at achieving diversity. The Supervisory Board sets targets for the proportion of women on the Board of Management. Generally speaking, members of the Board of Management shall be appointed for an initial term of not longer than three years. In making re-appointments, the Supervisory Board intends to approve terms of no more than four years, absent special circumstances. Members of the Board of Management shall resign from the Board of Management upon reaching the age of 65. Those members of the Board of Management over the age of 60 shall generally not be appointed for a term longer than two years. In justified cases, the Supervisory Board may deviate from this rule. A reappointment of a member of the Board of Management prior to one year before the end of that member's term with the simultaneous termination of the current appointment shall only take place under special circumstances.
- (4) The Supervisory Board shall regularly examine how effectively the Supervisory Board as a whole and its committees perform their tasks and

shall report whether, and how, a self-evaluation was conducted in the Declaration by Corporate Management.

## **§ 2 Membership in the Supervisory Board, Composition of the Supervisory Board**

- (1) The composition of the Supervisory Board must be aligned in such a way that its members together possess the knowledge, skills and professional experience required to duly perform the duties of the Board and are collectively familiar with the sector in which the Company operates. The members of the Supervisory Board autonomously undertake the necessary training required for their tasks. The Company shall support the members of the Supervisory Board when they take office and provide appropriate support for training measures. It shall also report on the measures implemented in the Report of the Supervisory Board. Absent special circumstances, Supervisory Board members shall not hold office beyond the end of the Stockholders' Meeting following their seventy-second birthday. The age limit shall be specified in the Declaration by Corporate Management.
- (2) Each Supervisory Board member ensures that he or she has sufficient time to perform the duties of his or her office, especially committee business. A member of the Supervisory Board who is not a member of the management board of a listed company shall not be a member of more than five supervisory boards of listed companies outside the respective group or assume similar functions, whereby the chairmanship of a supervisory board counts twice. Any person who is a member of the management board of a listed company shall not be a member of more than two supervisory boards of listed companies outside of the respective group or assume similar functions and shall not serve as chairman of the supervisory board of a listed company outside the respective group.
- (3) In line with the legal requirements, at least 30 percent of the Supervisory Board members are women and at least 30 percent are men. If requested by the stockholder representatives or the employee representatives, this requirement applies separately to the stockholder side and the employee side. Regarding its composition, the Supervisory Board shall set specific targets and draw up a profile of competencies for the Supervisory Board as a whole. The Supervisory Board shall take diversity into consideration. As regards its composition, the Supervisory Board also takes into account the Company's international business, potential conflicts of interest, the number of independent members, the age limit in accordance with § 2 para. 1, and a limit, yet to be defined, on the duration of membership of the Supervisory Board, while also giving due consideration to the Company's

specific situation. The specific objectives shall be taken into account when proposing candidates for election to the Supervisory Board. At the same time, efforts shall be made to fulfill the profile of competencies for the Supervisory Board as a whole. The status of implementation shall be published in the Declaration by Corporate Management, which shall also provide information on what the Supervisory Board deems to be an adequate number of independent shareholder representatives, and shall provide the names of these members.

- (4) In its proposals to the Annual Stockholders' Meeting, the Supervisory Board will propose the election of those Supervisory Board members elected by the Annual Stockholders' Meeting for a maximum of only one term extending until the end of the Annual Stockholders' Meeting resolving on the ratification of the actions of the members of the Supervisory Board for the third fiscal year after commencement of their terms of office, not counting the fiscal year in which the terms of office begin. On the stockholder side, the Supervisory Board shall have what those representatives deem to be an appropriate number of members who are independent of the Company, its Board of Management and a controlling shareholder; the ownership structure shall be taken into consideration. In addition, more than one half of the stockholder representatives shall be independent of the Company and of the Board of Management. If one or more of the criteria for non-independence in the German Corporate Governance Code are met and the Supervisory Board member in question is nevertheless considered independent, the reasons supporting this view shall be stated in the Declaration by Corporate Management. The Chairman of the Supervisory Board, the chairman of the Audit Committee and the chairman of the Human Resources and Compensation Committee shall be independent of the Company and of the Board of Management. The Supervisory Board shall include no more than two former members of the Company's Board of Management. Supervisory Board members shall not perform executive functions or consulting activities for important competitors of the Company and shall not have any personal ties with an important competitor.

### **§ 3 Rights and Obligations of the Members of the Supervisory Board**

- (1) The members of the Supervisory Board have the same rights and obligations. They are not bound by orders and instructions.
- (2) The members of the Supervisory Board must keep confidential the Company's confidential information and secrets, namely, trade and business secrets, with which they become familiar as a consequence of holding a seat on the Supervisory Board; this obligation will remain in effect

after they leave office. The same applies to reports, deliberations, resolutions, the progress of Supervisory Board and committee meetings as well as statements by Supervisory Board members and other meeting participants that were clearly made, in terms of content and form, in connection with Supervisory Board business. If a member of the Supervisory Board wishes to furnish information to third parties that may be confidential or relate to Company secrets, such member must inform the Chairman of the Supervisory Board in advance and give the Chairman an opportunity to respond. Each Supervisory Board member ensures that the employees engaged by him or her comply with this confidentiality obligation in the same manner. At the end of the term of office, all confidential documents must be returned to the Chairman of the Supervisory Board. Documents stored electronically must be deleted and the deletion thereof confirmed to the Chairman. By arrangement with the Chairman, such documents may also be passed on to the succeeding Supervisory Board member. Departing members of the Supervisory Board are given access to returned documents insofar as this is necessary for defending their legal rights in connection with their former Supervisory Board activities.

- (3) Each member of the Supervisory Board is obligated to act in the best interests of the Company. He or she may not pursue personal interests when making decisions or take advantage of business opportunities that belong to the Company. Each Supervisory Board member shall immediately disclose to the Chairman of the Supervisory Board any conflicts of interest, especially those that could arise with customers, suppliers, creditors or other third parties as a result of consulting activities or an executive function. Significant and not just temporary conflicts of interest involving a member of the Supervisory Board shall result in the termination of that person's appointment to the Supervisory Board. In its report to the Stockholders' Meeting, the Supervisory Board shall report on conflicts of interest that have arisen and on how they were handled.
- (4) Each Supervisory Board members keeps the Company continuously informed of offices held at other companies. Each Supervisory Board member, as well as persons with whom they have close relationships, must immediately notify the Company and the competent authorities of transactions in the Company's shares or other financial instruments as required by law.

#### **§ 4 Chairman and Vice Chairman**

- (1) The Supervisory Board elects a Chairman and a Vice Chairman from among its members. The election takes place in accordance with the provisions of the Codetermination Act (Mitbestimmungsgesetz).

- (2) Unless a shorter term of office is specified at the time of their election, the Chairman and Vice Chairman of the Supervisory Board are elected as Chairman and Vice Chairman, respectively, for the duration of their membership of the Supervisory Board. The election is conducted by the oldest member of the Supervisory Board.
- (3) If the Chairman or the Vice Chairman of the Supervisory Board ceases to be a member before the end of his or her term of office, the Supervisory Board will elect a successor at its next meeting. If the Chairman of the Supervisory Board prematurely ceases to be a member, such meeting will be convened by the Vice Chairman.
- (4) The Vice Chairman only acquires the rights and obligations of the Chairman if the latter is unable to attend and if those rights and obligations are, in this event, explicitly assigned to the Vice Chairman by law or under the Articles of Incorporation.
- (5) The Chairman of the Supervisory Board coordinates the work of the Supervisory Board and represents the interests of the Supervisory Board externally. Declarations by the Supervisory Board and its committees are made by the Chairman on behalf of the Supervisory Board. He or she conducts written correspondence on behalf of the Supervisory Board. If the Chairman of the Supervisory Board holds meetings with investors on topics relating to the Supervisory Board, he or she will inform the Supervisory Board about these meetings.

## **§ 5 Meetings**

- (1) The Supervisory Board must hold two meetings per calendar half-year. It holds additional meetings if required by law or if deemed appropriate for business reasons. The Report of the Supervisory Board shall indicate how many meetings of the Supervisory Board and of the Committees were held in person or as video or telephone conferences, and how many meetings of the Supervisory Board and the Committees the individual members attended in each case.
- (2) The Chairman of the Supervisory Board convenes and chairs the meetings of the Supervisory Board. A meeting of the Supervisory Board must also be called if a Supervisory Board member or the Board of Management so requests and states the purpose and reasons therefor. Such a meeting must be held within two weeks of being called. If the request is not granted, the Supervisory Board member himself or herself, or the Board of Management itself, may call the Supervisory Board meeting, indicating the matters to be discussed and providing an agenda.

- (3) Supervisory Board meetings shall be called at least two weeks prior to the date of the meeting in writing, by fax or via electronic media. The invitation must include a list of items on the agenda. Resolutions to be adopted concerning agenda items shall be indicated far enough in advance of the meeting to allow absent members of the Supervisory Board to cast their votes in writing.
- (4) The Chairman may cancel or postpone a called meeting, according to his or her best judgment. He or she appoints the recording secretary, who is not required to be a member of the Supervisory Board, and decides on whether to invite experts and persons having information to attend meetings in an advisory capacity with respect to individual agenda items. The members of the Board of Management may attend meetings of the Supervisory Board, unless the Chairman of the Supervisory Board determines otherwise for a particular reason. However, the Supervisory Board shall also meet regularly without the Board of Management. If the auditors are invited to take part as experts, the Board of Management shall not attend unless the Supervisory Board or committee deems its participation to be necessary.
- (5) If required, the stockholder and employee representatives on the Supervisory Board can prepare the Supervisory Board meetings separately and may involve members of the Board of Management where appropriate.

## **§ 6 Adoption of Resolutions**

- (1) Supervisory Board resolutions are usually adopted at meetings. Members may also participate in meetings via (video) conference calls. Absent members of the Supervisory Board may participate in the voting on a resolution if they arrange for written votes to be cast for them by other members of the Supervisory Board. A vote sent by fax or by another commonly used means of communication is also deemed to be a written vote. A belated vote may be cast by an absent member only if all members present agree to allow such a vote.
- (2) The Chairman determines the order in which the items on the agenda are to be discussed and the manner and order of voting. He or she may postpone the discussion of and vote on individual items on the agenda according to his or her best judgment.
- (3) Resolutions on agenda items that were not communicated in due time can be adopted only if no member objects to the procedure. In such a case, absent members must be given an opportunity to cast their vote or to object to the adoption of a resolution within an appropriate period determined by

the Chairman. Taking into account any subsequently cast votes, the resolution will take effect only if no absent member has objected within the period set.

- (4) At the instigation of the Chairman, the Supervisory Board may also adopt resolutions by voting verbally, by telephone, in writing, by fax or via another commonly used means of communication.
- (5) The Supervisory Board constitutes a quorum if at least one half of the total number of members of which it is required to consist participates in voting. A member is deemed to participate in the resolution if he abstains from voting thereon. Resolutions of the Supervisory Board are adopted by a majority of the votes cast, except where otherwise provided by law. In the event of a tie, a second vote is held on the same matter, and if it too results in a tie, the Chairman has the casting vote. Votes in the second round of voting may also be cast in writing in accordance with para. 1 sentences 3 to 5. The Vice Chairman is not entitled to exercise the casting vote.
- (6) If, at a meeting of the Supervisory Board, the number of stockholder representatives and the number of employee representatives voting on a resolution is not equal, a revote must be taken if so requested by two members of the Supervisory Board. Such revote is taken at the next regular meeting, unless a special meeting of the Supervisory Board is convened. Thereafter, no further revotes are permitted to take place at the request of only a minority of the members.
- (7) The Chairman must prepare and execute the resolutions of the Supervisory Board.

## **§ 7 Minutes of Meetings and Resolutions**

- (1) Minutes of the deliberations and resolutions of the Supervisory Board must be recorded and filed. They must be signed by the Chairman who chaired the meeting. The minutes must indicate the place and date of the meeting, the participants, the agenda items, the substantive content of the discussions, and the resolutions adopted by the Supervisory Board. A copy of the minutes must be sent promptly to each Supervisory Board member.
- (2) Resolutions adopted outside of meetings are recorded in minutes by the Supervisory Board Chairman. A copy of the minutes will be sent promptly to each Supervisory Board member. Such resolutions will also be recorded in the minutes of the next meeting.
- (3) The minutes referred to in para. 1 or para. 2 are deemed approved if no member of the Supervisory Board who participated in the resolution has

objected to them in writing to the Chairman within one month of their dispatch.

- (4) Resolutions adopted by the Supervisory Board can be recorded verbatim at the meeting and be signed immediately by the Chairman. If resolutions are recorded in this form at a meeting, they can be objected to only at that meeting.

## **§ 8 General Provisions Regarding Committees**

- (1) The Supervisory Board forms a Presidial Committee (§ 9), a Human Resources and Compensation Committee (§ 10), an Audit Committee (§ 11), a Nomination Committee (§ 12), a Legal Risk Committee (§ 13) and an ESG Committee (§ 14) from among its members. Additional committees are formed as required. The Supervisory Board may refer certain matters to one or several committees, in particular as regards the Company's strategy, the remuneration of members of the Board of Management, investments and financing. The Supervisory Board may choose to have committees prepare the Supervisory Board meetings and, to the extent permitted by law, even make decisions on behalf of the Supervisory Board.
- (2) Each committee elects a chairman from among its members, unless the Supervisory Board appoints a committee member as chairman or unless these Rules of Procedure provide otherwise. The respective committee chairmen report regularly to the Supervisory Board on the work of the committees. The committee chairman and the respective committee members shall be identified by name in the Declaration by Corporate Management.
- (3) A committee meeting only has a quorum when half the members of the committee, but not fewer than three members, take part in passing the resolutions. If a committee vote ends in a tie, a second vote is held on the same matter, and if it too results in a tie, the Chairman has the casting vote.
- (4) In the performance of their respective tasks, the committees of the Supervisory Board may exercise the Supervisory Board's specific right to conduct an inspection and/or audit in accordance with Section 111 para. 2 sentences 1 and 2 of the Stock Corporation Act.
- (5) Beyond this, §§ 5, 6 and 7 apply accordingly to the internal organization of the committees, unless otherwise provided for in §§ 9 to 14.

## **§ 9 Presidial Committee**

- (1) Immediately following the election of the Chairman and Vice Chairman, the Supervisory Board forms a committee consisting of the Chairman and Vice Chairman, along with one representative each elected by the stockholder representatives and the employee representatives, each with a majority of the votes cast, to perform the duty described in Section 31 para. 3 sentence 1 of the Codetermination Act (Mitbestimmungsgesetz). The members of this committee and one further stockholder representative and one further employee representative are the Presidial Committee of the Supervisory Board. The Chairman of the Supervisory Board is the chairman of the Presidial Committee.
- (2) The Presidial Committee has the task of preparing Supervisory Board meetings. Moreover, the Presidial Committee also exercises the participation and consent powers reserved for the Supervisory Board in relation to the use of authorized capital or the issue of bonds with warrants of convertible bonds, including the power to amend the Articles of Incorporation accordingly.

## **§ 10 Human Resources and Compensation Committee**

- (1) The Human Resources and Compensation Committee consists of the Chairman and seven other Supervisory Board members.
- (2) The Human Resources and Compensation Committee prepares the personnel and remuneration decisions to be made by the Supervisory Board, and monitors the development of Board of Management remuneration on an ongoing basis.
- (3) The committee stands in for the Supervisory Board with respect to decisions on:
  - a) the signing, content, modification and termination of employment contracts with the members of the Board of Management; however, the full Supervisory Board decides on the total remuneration of individual members of the Board of Management and the individual components of the remuneration, along with the remuneration system for the members of the Board of Management and the regular review thereof, including the key elements of the contracts, with the Human Resources and Compensation Committee presenting appropriate proposals for resolutions to the Supervisory Board. In its recommendations, the

Human Resources and Compensation Committee must comply with § 15;

- b) other legal matters with respect to members of the Board of Management pursuant to Section 112 of the Stock Corporation Act (Aktiengesetz) as well as approval of transactions between the Company or an enterprise affiliated with the Company, on the one hand, and a member of the Board of Management or persons or enterprises related to or affiliated with a member of the Board of Management, on the other;
  - c) consent to a member of the Board of Management assuming other activities pursuant to Section 88 of the Stock Corporation Act as well as consent to other secondary activities, in particular the acceptance of Supervisory Board appointments and appointments to similar supervisory bodies of companies outside the Group;
  - d) consent to contracts with Supervisory Board members pursuant to Section 114 of the Stock Corporation Act; and
  - e) the granting of loans to the group of persons named in Sections 89 and 115 of the Stock Corporation Act.
- (4) The Human Resources and Compensation Committee regularly provides advice on the long-term succession plan for the Board of Management taking into account the envisaged composition of the Board of Management.

## **§ 11 Audit Committee**

- (1) The Audit Committee consists of eight members. At least one member must possess specialist knowledge and experience in the field of accounting, in particular in the application of accounting principles and internal control and risk management systems. At least one further member must possess specialist knowledge and experience in the field of auditing financial statements. The other members shall possess specialist knowledge in the fields of accounting, auditing financial statements, business management or finance. Accounting and financial statement auditing also include sustainability reporting and its audit and assurance. The members as a whole must be familiar with the sector in which the company pursues its activities. The committee must have an equal number of stockholder and employee representatives. The chairman of the Audit Committee is elected by the Supervisory Board. He or she shall possess, at a minimum, expertise in the field of accounting or financial statement auditing. The Declaration by Corporate Management shall name the relevant members of the Audit

Committee and provide details of their expertise in the fields mentioned. The Chairman of the Audit Committee shall be independent and not simultaneously the Chairman of the Supervisory Board. The chairman of the Audit Committee regularly engages with the heads of the functions relevant for the Audit Committee, in particular with the head of Group Finance, the head of Internal Audit & Risk Management and the head of Law, Patents & Compliance on topics falling within the responsibility of the Audit Committee, and can directly seek their input; he has an obligation to do so if so requested by a member of the committee. The Chairman of the Audit Committee shall immediately notify the Board of Management when seeking such input. The Chairman of the Audit Committee shall share this input with all members of the committee. The Audit Committee shall consult with the independent auditor on a regular basis without the Board of Management.

- (2) The main responsibilities of the Audit Committee pertain to financial accounting auditing and oversight of the associated processes, the effectiveness and appropriateness of the internal control system and the risk management system, the effectiveness of the internal auditing system, compliance and the financial statements audit, along with relevant topics from the areas of taxes, finance and treasury. It
  - a) prepares Supervisory Board resolutions relating to the annual financial statements, the management report and the proposal for the use of the distributable profit, the consolidated financial statements and the Group management report (including the mandatory CSR reporting);
  - b) discusses the half-year financial reports as well as quarterly reports or quarterly statements with the Board of Management prior to publication;
  - c) prepares the selection of the independent auditors and submits a reasoned proposal to the Supervisory Board regarding the selection of the independent auditors. This proposal contains at least two candidates as part of the tender process;
  - d) prepares the agreements with the independent auditors (especially those concerning the scope of services, the specification of audit priorities and fees) and takes appropriate measures to determine and monitor the independence of the selected auditors;
  - e) regularly evaluates the quality of the financial statements audit;
  - f) discusses with the independent auditor the audit risk assessment, the audit strategy and audit planning, and the audit results; the Chairman of the Audit Committee furthermore regularly discusses the progress of the audit with the independent auditor and reports thereon to the Committee;

- g) passes resolutions on the approval of all other orders awarded to the financial statement auditor, with special consideration of potential effects on the independence of the auditor; and
- h) monitors the internal process to assess whether transactions with related parties have been carried out in the normal course of business and at market conditions, and, in place of the Supervisory Board, adopts resolutions on the approval of transactions with related parties in accordance with Sections 111a to 111c, 107 of the Stock Corporation Act if these transactions require the approval of the Supervisory Board and the Supervisory Board has not entrusted any other committee with the decision concerning approval.

## **§ 12 Nomination Committee**

- (1) The Nomination Committee consists of the Chairman of the Supervisory Board as committee chairman, and three further stockholders' representatives.
- (2) The Nomination Committee makes recommendations to the Supervisory Board regarding suitable candidates to be proposed to the Annual Stockholders' Meeting for election to the Supervisory Board as stockholders' representatives. The committee complies with the criteria set forth in § 2 as regards the composition of the Supervisory Board.
- (3) The Nomination Committee establishes and regularly updates job profiles for stockholder representatives on the Supervisory Board and observes suitable candidates. The committee reports on its activities to the stockholder representatives on the Supervisory Board.

## **§ 13 Legal Risk Committee**

- (1) The Legal Risk Committee comprises the Chairman of the Supervisory Board and seven other Supervisory Board members. It must have an equal number of stockholder representatives and employee representatives. The chairman of the committee is elected by the Supervisory Board.

- (2) The committee shall coordinate the exercise of the rights and duties of the Supervisory Board with regard to all processes in the company and the Group relating to existing or impending administrative and court proceedings of all branches of jurisdiction in Germany and abroad with considerable significance for the company or the Group (hereinafter 'legal risks') as well as measures to resolve, avert or contain legal risks. The committee receives regular and ad hoc reports from the Board of Management, on the basis of which it reviews and assesses the development of legal risks and new findings on the factual and legal status.
- (3) The Supervisory Board may delegate further tasks to the committee, including exercising the participation rights of the Supervisory Board (in particular in the case of measures requiring its approval) with regard to the tasks specified in paragraph 2 in individual cases or for specific groups of cases.
- (4) The responsibilities of the Audit Committee with regard to legal risks remain unaffected.

#### **§ 14 ESG Committee**

- (1) The ESG Committee comprises eight Supervisory Board members. It must have an equal number of stockholder representatives and employee representatives. The chairman of the committee is elected by the Supervisory Board.
- (2) The ESG Committee focuses on corporate social responsibility and the environmental, social and corporate governance (ESG) elements of the Company's business activities. This includes in particular the way sustainability is integrated into the business strategy, the establishment of sustainability targets, the non-mandatory ESG reporting and, if applicable, the auditing thereof, the opportunities and risks and the organizational structures and processes in ESG areas, provided in each case that these do not fall within the responsibility of the Audit Committee. In its area of responsibility, the committee advises and monitors management and prepares potential Supervisory Board resolutions.

#### **§ 15 Remuneration Decisions**

- (1) The Supervisory Board resolves on a clear and comprehensible system for the remuneration of the members of the Board of Management, and on the basis of this system determines the specific remuneration of the individual members of the Board of Management in accordance with the applicable

statutory provisions, the remuneration system proposed to the Annual Stockholders' Meeting, the recommendations of the German Corporate Governance Code observed by the Company and the provisions of these Rules of Procedure.

- (2) The Supervisory Board submits the remuneration system for the members of the Board of Management to the Stockholders' Meeting for approval at least every four years or earlier in the event of any significant changes.
- (3) If the Supervisory Board consults an external remuneration expert in order to develop the remuneration system and assess the appropriateness of the remuneration, the Board of Management or the Company shall ensure such expert's independence.

## **§ 16 Reporting**

- (1) The provision of information to the Supervisory Board is the responsibility of the Board of Management. However, the Supervisory Board must also ensure that it receives appropriate information.
- (2) Through the rules of procedure for the Board of Management, the Supervisory Board determines which Company transactions require the prior approval of the Supervisory Board.
- (3) The Supervisory Board defines in detail the information and reporting obligations of the Board of Management in the rules of procedure for the Board of Management.
- (4) The Chairman of the Supervisory Board will maintain regular contact with the Board of Management, especially with the Chairman of the Board of Management, between the meetings of the Supervisory Board and discuss with him or her questions relating to the Company's strategy, planning, business development, risk situation, risk management, and corporate compliance. The Chairman of the Board of Management shall immediately inform the Chairman of the Supervisory Board of important events that are material to assessing the state and performance of the Company as well as to directing it. The Chairman of the Supervisory Board will then inform the Supervisory Board and, if necessary, call an extraordinary meeting of the Supervisory Board.
- (5) The Board of Management reports to the Supervisory Board as described in Section 90 of the Stock Corporation Act and to the Chairman of the Supervisory Board as described in Section 90 para. 1 sentence 3 of the Stock Corporation Act. Reports of the Board of Management must meet the standards of thorough and faithful reporting. They must be relayed as

promptly as possible and, except for the report made to the Chairman of the Supervisory Board pursuant to Section 90 para. 1 sentence 3 of the Stock Corporation Act, must generally be made in text form.

Each member of the Supervisory Board has the right to examine the reports of the Board of Management and the drafts of the Board of Management in connection with the annual financial statements (Section 170 para. 1 and para. 2 of the Stock Corporation Act), as well as the audit reports of the independent auditors. Reports in text form must be given to each member of the Supervisory Board upon request, unless the Supervisory Board has decided otherwise. The drafts of the annual financial statements and the audit reports of the independent auditors are given to all members of the Supervisory Board.

- (6) Together with the Board of Management, the Supervisory Board will report each year on the Company's corporate governance in the Declaration by Corporate Management. Any departures from the recommendations of the German Corporate Governance Code must be explained.

## **§ 17 Audit**

- (1) The consolidated financial statements are prepared by the Board of Management and examined by the independent auditors and the Supervisory Board.

The consolidated financial statements and the Group management report shall be published within 90 days following the end of the fiscal year, and the mandatory interim financial information shall be published within 45 days of the end of the respective period.

- (2) Before submitting its proposal for the selection of the independent auditors, the Audit Committee will obtain a statement from the intended auditor indicating whether and, if any, what business, financial, personal or other relationships exist between the auditor and its executive bodies and audit directors on the one hand, and the Company and members of its executive bodies on the other hand, that could raise doubts as to the auditors' independence. The statement also covers the extent to which other services were performed for the Company during the prior fiscal year or have been contractually agreed for the following year, especially in the area of consulting.

The Supervisory Board agrees with the independent auditors that the chairman of the Audit Committee must be informed immediately of any grounds for exclusion or bias that arise during the audit, unless they are immediately remedied.

- (3) The Supervisory Board formally engages the independent auditors and negotiates the fee agreement, unless these tasks have been delegated to the Audit Committee.
- (4) The Supervisory Board shall obtain an undertaking by the independent auditors to promptly inform the Supervisory Board of any findings and events material to the tasks of the Supervisory Board that they become aware of during the audit.

The Supervisory Board shall obtain an undertaking by the independent auditors to inform the Supervisory Board, and make a corresponding note in the audit report, if they discover any facts during the audit that indicate that the declaration by the Board of Management and Supervisory Board concerning the German Corporate Governance Code contains a misstatement.

- (5) The independent auditors participate in the deliberations of the Supervisory Board concerning the annual financial statements and the consolidated financial statements, and report on the key findings of their audit.

## **§ 18 Miscellaneous**

- (1) All agreements concerning consulting and other services as well as performance contracts between a Supervisory Board member and the Company require the consent of the Supervisory Board.
- (2) The remuneration of the members of the Supervisory Board is disclosed in the Compensation Report in compliance with Section 162 of the Stock Corporation Act.
- (3) The Company may disclose notifications made in accordance with § 3 para. 4 of these Rules of Procedure in the notes to the consolidated financial statements.
- (4) The Supervisory Board may decide by simple majority to depart from these Rules of Procedures in individual cases.
- (5) To enhance readability, these Rules of Procedure contain some gender-specific terms, such as chairman, as well as personal pronouns such as he and she, although they are always used in a manner that includes all genders.
- (6) These Rules of Procedure shall be made available on the Company's website.

**Resolved by the Supervisory Board at its meeting on April 23, 2026 in  
Leverkusen.**

***Norbert Winkeljohann***