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RULES OF PROCEDURE FOR THE ADVISORY BOARD

(Geschäftsordnung für den Beirat)

of

MIDCO OMEGA GMBH

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**RULES OF PROCEDURE
FOR THE ADVISORY BOARD OF MIDCO OMEGA GMBH**

The following rules of procedure ("**Rules of Procedure**") for the Advisory Board of MidCo Omega GmbH (the "**Company**") are hereby established:

§ 1

General

- (1) The Advisory Board shall act in accordance with statutory provisions, the articles of association of the Company and these Rules of Procedure. The Advisory Board consists of up to four members which shall be appointed for an indefinite period. The members of the Advisory Board shall be appointed and dismissed as regulated in the articles of association of the Company.
- (2) The Advisory Board's chairperson and deputy chairperson are appointed by resolution of the Advisory Board in accordance with § 3.

§ 2

Reserved Matters

The Advisory Board is entitled to exercise all rights and competencies vested in the shareholders' meeting under statutory law, save for the rights and competencies which cannot be delegated to the advisory board or are retained by the shareholders' meeting pursuant to the Company's articles of association.

§ 3

Meetings and Resolutions

- (1) The Advisory Board shall meet at least quarterly at the Company's registered office or at a venue stipulated in the invitation in accordance with the articles of association. The Advisory Board's chairperson or if he/she is indisposed, the deputy chairperson shall invite to the Advisory Board meeting by registered letter to each Advisory Board member stating place, date and time of the meeting under observance of a notice period of at least two (2) weeks; in urgent cases the notice period may adequately be reduced down to three working days.

- (2) Resolutions may be passed by voting in writing, by telephone, by e-mail – or by a combination of these communications media – if this has been stipulated by the Advisory Board's chairperson or – in his/her absence – the deputy chairperson for particular reasons and if none of the members of the Advisory Board objects thereto within an appropriate period of time to be determined by the chairperson or the deputy chairperson. The procedure and endorsement of the resolution shall be documented by the chairperson or the deputy chairperson.
- (3) Where a resolution is to be passed on transactions requiring consent, the Advisory Board should, where possible, take its decision within ten (10) days unless the urgency of the matter requires a shorter period.
- (4) Any items submitted by members of the Advisory Board up to ten (10) days before the Advisory Board meeting shall be added to the agenda.
- (5) The meeting shall be chaired by the Advisory Board's chairperson or, if he/she is indisposed, by the deputy chairperson.
- (6) Generally, resolutions of the Advisory Board shall be adopted with a simple majority of the votes cast. However, the majority requirements stipulated in the Company's articles of association must be observed.
- (7) Each member of the Advisory Board has one vote; abstentions are not counted. In case of a resolution with equal votes, the chairperson of the Advisory Board, and, in the chairperson's absence, the deputy chairperson shall have two votes.
- (8) Two non-voting observers – to the extent appointed subject to and in accordance with the provisions of the articles of association – and the members of the management board shall be allowed to attend Advisory Board meetings whereas the Advisory Board may decide that the members of the management board shall not attend such meetings depending on the individual case. Additional guests shall be allowed to attend the Advisory Board meetings to the extent mutually agreed upon all Advisory Board members. Sec. 51a para. (2) German Act on Limited Liability Companies (GmbHG) shall apply accordingly to this paragraph (8).

§ 4

Confidentiality

- (1) Each Advisory Board member shall treat with confidentiality all confidential data and company secrets, including without limitation, operating and business secrets which become known to that member by virtue of their activity on the Advisory Board. This confidentiality obligation shall continue to apply even after the member ceases to serve

on the Advisory Board. On expiry of the mandate all confidential documents shall be returned to Advisory Board's chairperson.

- (2) If an Advisory Board member wishes to pass on information of which they have become aware in their capacity as Advisory Board member to third parties they must inform the Advisory Board chairperson accordingly beforehand.

§ 5

Minutes

Minutes shall be kept of Advisory Board meetings. The minutes shall be signed by the chairperson of the meeting concerned.

§ 6

Miscellaneous

Amendments and additions to these Rules of Procedure shall be valid only if made in writing. This also applies to any amendment to this written form clause.
