

**30 SEPTEMBER 2024**

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**RULES OF PROCEDURE FOR THE MANAGEMENT**

*(Geschäftsordnung für die Geschäftsführung)*

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of

**MIDCO OMEGA GMBH**

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**RULES OF PROCEDURE  
FOR THE MANAGEMENT OF  
MIDCO OMEGA GMBH**

The following rules of procedure for the management ("**Rules of Procedure**") of MidCo Omega GmbH (the "**Company**", and together with its direct subsidiary, O<sup>3</sup> Holding GmbH ("**O<sup>3</sup> Holding**") and its indirect subsidiaries referred to as the "**Group**" or the "**Group Companies**" and individually a "**Group Company**") are hereby established:

**1. RESPONSIBILITIES, RIGHTS AND DUTIES**

- 1.1 The management board shall conduct the business of the Company in accordance with statutory law, the articles of association, the resolutions of the advisory board and the shareholders' meeting, the relevant service agreement and, in particular, these Rules of Procedure.
- 1.2 Without prejudice to the overall responsibility of the members of the management board, each manager shall be authorised to manage his/her area of responsibility. If a matter is in the competence of several managing directors, these managing directors shall jointly bear responsibility for the management of such matter. The advisory board can distribute areas of responsibility among the individual members of the management board.
- 1.3 Each member of the management board may require at any time that matters of the management be jointly discussed, resolved and executed even if such matter is in the responsibility of another member of the management board. The management board shall endeavour to reach unanimous decisions; in the event that no unanimous decision can be reached, each member of the management board shall be entitled to refer the matter to the advisory board which conclusively resolves on the respective matter.
- 1.4 The members of the management board shall cooperate in trust. Each member of the management board shall report to the other members of the management board on important measures, transactions, events and developments in his area of responsibility. Each member of the management board shall be entitled to request at any time from the other members information on the affairs of the Company.
- 1.5 Each member of the management board shall have the right and the duty to bring up errors and deficiencies of management to the attention of the management board and, if such errors and deficiencies are not corrected as soon as possible, to notify the advisory board.

## **2. RESERVED BOARD MATTERS**

- 2.1 To the extent certain measures require pursuant to the Company's articles of association, the resolutions of the shareholders' meeting of the Company or of the Company's advisory board or pursuant to these Rules of Procedure or the respective managing director's service agreement the prior approval of the Company's advisory board or the of the shareholders' meeting of the Company, the managing directors shall not take this measure, unless the respective approval has been granted.
- 2.2 The advisory board may revocably grant its approval to a certain type of transaction generally or provided that the individual transaction fulfils certain conditions.
- 2.3 If in urgent cases the prior consent of the advisory board or the shareholders' meeting, as may be required, to the legal transactions or measures set forth above cannot be obtained, the management may also act without such consent, provided this is in the Company's best interest. In this event, it shall notify the corporate body competent to decide about the approval of such measure without undue delay about the transactions conducted or measures taken, as well as about the reasons due to which the prior consent could not be obtained.

## **3. REPORTING**

The following information shall be prepared by the management board and provided to the shareholders' meeting and the advisory board within the following given time periods:

- 3.1.1 the consolidated audited annual accounts of O<sup>3</sup> Holding and its subsidiaries ("**O<sup>3</sup> Group**") within one-hundred and fifty (150) days after the end of each fiscal year and the annual accounts of the Company by the end of the third fiscal quarter after the end of each fiscal year;
- 3.1.2 the consolidated unaudited quarterly management accounts stating the key financials of O<sup>3</sup> Group, within forty-five (45) days of the end of each fiscal quarter;
- 3.1.3 unaudited selected balance sheet and profit and loss positions and movements in equity of O<sup>3</sup> Group, within thirty (30) days of the end of each month;
- 3.1.4 drafts of the updated business plan and the annual budget no later than thirty (30) days after the beginning of the respective financial year;
- 3.1.5 any information required for the tax affairs of the requesting shareholder of the Company or its affiliates;

- 3.1.6 the same reporting information as provided to the relevant lenders under the Group's financing arrangements;
- 3.1.7 the same reporting information as provided to capiton Omega P GmbH & Co. geschlossene Investment-KG; and
- 3.1.8 any further reporting information as a shareholder of the Company may reasonably request.

Sec. 51a para. (2) German Act on Limited Liability Companies (GmbHG) remains unaffected.

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