

Rules of Procedure for the Supervisory Board

Ottobock SE & Co. KGaA

September 2025

– *Convenience Translation* –

§ 1 Legal principles

- 1.1. The duties of the Supervisory Board are defined by law, the Articles of Association of Ottobock SE & Co. KGaA (the **Company**) and the applicable recommendations of the German Corporate Governance Code applied in accordance with a declaration of conformity. These Rules of Procedure shall apply in addition.
- 1.2. In the performance of its duties, the Supervisory Board shall cooperate closely in an atmosphere of mutual trust with the General Partner for the benefit of the Company.
- 1.3. All members of the Supervisory Board shall have the same rights and duties, unless provided otherwise by law or the Articles of Association. They shall not be bound by any orders or instructions and shall exclusively act for the benefit of the Company.
- 1.4. The Supervisory Board shall review the efficiency of its activities on a regular basis.
- 1.5. The Supervisory Board sets out the information and reporting obligations of the General Partner within the framework of the Rules of Information, which are attached to these Rules of Procedure of the Supervisory Board as **Annex 1**.
- 1.6. The members of the Supervisory Board (including after resignation from office) shall be obliged to maintain secrecy of confidential information and secrets of the Company, in particular business and trade secrets, of which they become aware in their function as members of the Supervisory Board. If a member of the Supervisory Board wishes to disclose information to third parties which cannot be ruled out with certainty to be confidential or to concern secrets of the Company, such member shall be obliged to inform the Supervisory Board chairperson in advance, stating the person to whom such information is to be disclosed, and to give them the opportunity to comment. If the Supervisory Board chairperson wishes to disclose information to third parties, the preceding sentence shall apply subject to the proviso that their deputy will take the position of the Supervisory Board chairperson.

§ 2 Chairman and Deputy Chairperson

- 2.1 The Supervisory Board shall elect from among its members a chairperson and a deputy chairperson. The election of the chairperson of the Supervisory Board shall be chaired by the Supervisory Board member present who is oldest in terms of age. The chairperson of the Supervisory Board shall be in regular contact with the General Partner.

- 2.2 If the chairperson of the Supervisory Board is informed by the General Partner of major events that are of material importance for the assessment of the Company's status and performance, the chairperson shall then inform the Supervisory Board and, if required, shall convene an extraordinary Supervisory Board meeting.
- 2.3 If the chairman or one of their deputies resigns from office before the end of their terms of office, the Supervisory Board must immediately carry out a new election for the remaining term of office.

§ 3 Meetings of the Supervisory Board

- 3.1 A meeting of the Supervisory Board shall be convened prior to each General Meeting but at least once per quarter. The notice period shall be two weeks. Supervisory Board meetings shall be convened either by the chairperson or, in their absence, by their deputy. The meeting may be convened in writing, in text form, by fax, by telephone or by other electronic means of communication (including email, etc.). Meetings shall be chaired by the chairperson or, in their absence, by their deputy.
- 3.2 Each member of the Supervisory Board or each member of the General Partner's Board of Directors, indicating the purpose and the reasons for such request, may request from the Supervisory Board chairperson to convene a meeting of the Supervisory Board without delay. Such meeting must also be held within two weeks of being convened. In urgent cases, the chairperson may shorten this period. § 10 of the Articles of Association shall apply *mutatis mutandis*.
- 3.3 The meeting notice shall state the items on the agenda and the contents of the proposed resolutions. The documents required in relation to each item on the agenda shall be sent or made available to the members of the Supervisory Board at least five (5) working days before the meeting; the day of the meeting shall not be counted. In exceptional cases, the documents shall be sent or made available at the latest at the meeting of the Supervisory Board.
- 3.4 The Supervisory Board may, by unanimous waiver, waive any requirements as to form and notice for convening and holding a Supervisory Board meeting or adopting resolutions outside of meetings (§ 10 para. 4 of the Articles of Association); such waiver may be given in writing, in text format, by telephone or in any other electronic form. Participation in a Supervisory Board meeting or casting a vote outside of meetings (§ 10 para. 4 of the Articles of Association) shall constitute a waiver of any requirements as to form and notice for convening and holding a Supervisory Board meeting or adopting resolutions, unless any objection is raised and recorded.
- 3.5 No particular notice is necessary for the inaugural meeting of the Supervisory Board. No communication of the agenda stating the items to be

resolved shall be necessary for the resolutions to be adopted in this meeting with regard to the election of the chairperson of the Supervisory Board or their deputy or the establishment of committees and appointment of members to such committees.

- 3.6 Meetings of the Supervisory Board shall normally take place at the registered office of the Company. The chairperson of the Supervisory Board may determine a different place.
- 3.7 The General Partner's managing directors shall be informed of the convention of the forthcoming Supervisory Board meeting. The General Partner's managing directors shall attend the meetings of the Supervisory Board, unless determined otherwise by the chairperson of the Supervisory Board; in order to maintain the Supervisory Board's independence and objectivity, the Supervisory Board shall decide as necessary on whether and when persons who are not members of the Supervisory Board are to attend individual meetings (*executive sessions*). If the auditor is called in as an expert, the managing directors of the General Partner shall not attend this meeting unless the Supervisory Board deems their participation to be necessary.
- 3.8 The conduct of the meeting shall be recorded in minutes which shall state the place and date of the meeting, the participants, the items on the agenda, the principal contents of the proceedings and the resolutions of the Supervisory Board. A copy of the minutes shall be provided to each Supervisory Board member upon request. Minutes of resolutions adopted outside of physical meetings shall be signed by the chairperson.

§ 4 Working language of the Supervisory Board

The Supervisory Board shall conduct its meetings in the German or the English language and, as necessary, shall call in a simultaneous interpreter at the request of a Supervisory Board member if such Supervisory Board member does not have command of the working language; at the request of such member, the chairperson shall ensure that a copy of relevant documents is provided in the other, i.e. German or English, language.

§ 5 Resolutions of the Supervisory Board

- 5.1 Resolutions of the Supervisory Board shall be passed by a simple majority of the votes cast, unless provided otherwise by law, the Company's Articles of Association or these Rules of Procedure. If a vote taken in a Supervisory Board meeting results in a tie and a second vote on the same item again results in a tie, the chairperson of the Supervisory Board shall have a second vote. Section 278(3) in conjunction with section 108(3) of the German Stock Corporation Act (*Aktiengesetz* – "AktG") shall apply, and shall apply also to the casting of such second vote. The deputy shall not have a second vote.

- 5.2 Outside of meetings, resolutions may be adopted in accordance with section 278(3) in conjunction with section 108(4) AktG and § 10 para. 4 of the Articles of Association, unless another form is required by mandatory provisions of law, by voting in text form, in particular in writing, by telegraph, by telex, by fax, orally (including by telephone) or by other electronic means of communication (email etc.) and through a combination of the aforementioned means of communication, if so directed by the chairman of the Supervisory Board or, in his absence, his deputy, provided that no member of the Supervisory Board objects to such procedure within a reasonable period to be set by the chairman. by Combined resolutions shall be permitted.
- 5.3 If a voting item has not been added to the extended agenda pursuant to § 3 para. 2 of these Rules of Procedure at the latest five (5) days prior to the relevant meeting, a resolution on such item may be passed if no member of the Supervisory Board objects; this shall be without prejudice to § 10 para. 3 sentence 3 of the Articles of Association. In such case, absent members shall be given the opportunity to subsequently object to the resolution within a reasonable period determined by the chairperson.
- 5.4 If the quorum required by law, the Company's Articles of Association or these Rules of Procedure is not present in relation to a specific resolution, this specific resolution shall be adjourned for not less than two and not more than five working days (*Werktage*). The place and time of the original Supervisory Board meeting shall apply accordingly to such adjourned meeting; the quorum of the adjourned Supervisory Board meeting shall be determined in accordance with section 278(3) in conjunction with section 108(2) sentence 3 AktG.

§ 6 Committees of the Supervisory Board

- 6.1 The Supervisory Board may establish committees from among its members to perform specific parts of its functions. It shall establish the Audit Committee and the Nomination Committee as standing committees. The responsibilities, powers and procedures of the committees shall be determined by the Supervisory Board.
- 6.2 The Supervisory Board may also delegate decision-making powers to committees to the extent permitted by law.
- 6.3 Committees of the Supervisory Board shall, as a rule, consist of three and not more than five members; at least one of them shall be an employee representative. Members of the committees shall be elected by a simple majority of the votes cast. Their term of office corresponds to their term of office as Supervisory Board members unless a shorter term of office is determined upon election.

- 6.4 Committees of the Supervisory Board shall be established at the inaugural meeting if this is required by mandatory provisions of law, the Company's Articles of Association or these Rules of Procedure; otherwise, committees may be established later. If a member ceases to be on a committee, a new member shall be elected without undue delay in accordance with § 3 para. 5 of these Rules of Procedure.
- 6.5 A quorum is present at committees only if at least three members participate in the adoption of resolutions.
- 6.6 The relevant chairperson of the committees shall report regularly to the Supervisory Board on the work of the committees.
- 6.7 The provisions of the Company's Articles of Association and of these Rules of Procedure applying to the Supervisory Board shall apply accordingly to Supervisory Board committees unless provided otherwise by law or unless the relevant committee has adopted its own rules of procedure. However, the Supervisory Board may at any time adopt rules of procedure for a committee or amend or revoke rules of procedure adopted by a committee.

§ 7 Audit Committee

- 7.1 At least one member of the Audit Committee must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing. The members of the Audit Committee as a whole must be familiar with the sector in which the Company operates. The chairperson must be independent, must have specific knowledge and experience in applying accounting principles and internal control procedures and must be familiar with audits, and should not be a former member of the General Partner's management whose term of office has ended less than two years ago.
- 7.2 The Audit Committee shall have the responsibilities and rights set out in the Audit Committee's rules of procedure.

§ 8 Transactions requiring approval, Rules of Procedure

- 8.1 According to the Articles of Association, certain management measures are subject to the approval by the Supervisory Board.
- 8.2 The General Partner shall issue Rules of Procedure for its managing directors, which are attached to these Rules of Procedure of the Supervisory Board as **Annex 2**. For details and the application of legal transactions and measures requiring approval by the Supervisory Board of the Company, reference is made to the Articles of Association and the Rules of Procedure of the managing directors of the General Partner.

§ 9 Conflicts of interest

9.1 Each Supervisory Board member shall inform the Supervisory Board of any conflicts of interest, particularly those that may arise as a result of an advisory function to, or function as a board member with clients, suppliers, lenders or other business partners. In making decisions, a Supervisory Board member must neither pursue personal interests nor exploit for themselves business opportunities to which the Company or the Ottobock Group are entitled. Material conflicts of interest involving a member of the Supervisory Board that are not merely temporary shall result in the termination of that member's Supervisory Board mandate.

9.2 In its report, the Supervisory Board shall inform the General Meeting of any conflicts of interest that have arisen.

§ 10 Age Limit

The Supervisory Board shall, as a rule, only include persons who have not reached the age of 70 years at the time of their election or appointment. It is considered useful if different age groups are represented on the Supervisory Board.

§ 11 Effective date and amendments to the Rules of Procedure

11.1 The Supervisory Board unanimously adopted these Rules of Procedure as of today's date.

11.2 Additions or amendments to the Rules of Procedure may be made by the Supervisory Board by a resolution passed by a simple majority of the votes cast.

The Supervisory Board

published by
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