

**Rules of procedure
for the Supervisory Board of
AMADEUS FIRE AG**

1. Objectives, skills, responsibilities and tasks

1. In accordance with C.1 of the German Corporate Governance Code, the Supervisory Board shall define the specific objectives for its composition and a profile of skills and expertise for the entire Board as follows:
 - a) International activity: the composition of the Supervisory Board shall take appropriate account of the Group's geographical presence. As the Group currently operates only in Germany, the Supervisory Board shall comprise at least ten national members.
 - b) Potential conflicts of interest and number of independent SB members: the SB members on the capital side shall comprise at least four independent members. These persons shall not hold management positions with competitors, suppliers, customers or shareholders who directly or indirectly hold more than 10% of the voting shares in the Company.
 - c) The Supervisory Board must be composed in such a way that a broad and extensive range of experience and skills are present in the areas relevant to the Company. The members as a whole must be familiar with the sector in which the Company operates. Relevant skills are, in particular, experience in the services business and knowledge of the labour market and labour law as well as finance, accounting and taxation. In accordance with Section 100 (5) of the German Stock Corporation Act (AktG), at least one member of the Supervisory Board must have expertise in the areas of accounting or auditing.
2. It is the task of the Supervisory Board to advise the Management Board on the management of the Company on a regular basis and to monitor the management of the Company (including the achievement of long-term corporate objectives).
3. The Management Board may conclude the following transactions only with the approval of the Supervisory Board:
 - a) defining the corporate strategy, including the business policies and corporate guidelines for the entire Group
 - b) determining the corporate planning for the entire Group
 - c) acquiring and encumbering real property and equivalent rights
 - d) establishing and closing branch offices
 - e) commencing new and discontinuing existing lines of business
 - f) founding, acquiring, disposing of and liquidating companies and investments in companies, concluding, materially amending and cancelling inter-company agreements pursuant to Section 291 et seq. AktG where the Annual General Meeting does not resolve on these matters
 - g) granting general powers of attorney
 - h) providing sureties, collateral and guarantees where they do not relate to normal business operations
 - i) making investments in material assets outside of the annual budget if the single investment in the individual case exceeds the total investments planned within the annual budget by 10%
 - j) recruiting employees with a gross annual salary, including bonuses, of EUR 150,000 or over to the Company or its associated companies and appointing managing directors/management board members of associated companies

- k) implementing measures following submission of a takeover bid that are capable of preventing the success of the bid
- l) acquiring and disposing of treasury shares pursuant to a resolution of the Annual General Meeting

Approval shall not be required for measures under sections (d), (f) or (h) if they have already been approved as part of corporate planning (section (b)). The Management Board must ensure that measures of associated companies under sections (c), (f) and (h) are granted prior approval by the Supervisory Board.

- 4. The members of the Supervisory Board shall not divulge confidential information and secrets of the Company. They shall ensure that the employees they engage comply with the same obligation to observe secrecy.
- 5. The Supervisory Board shall engage an external auditor to conduct the audit. Details can be found in section D.III of the German Corporate Governance Code.
- 6. Contracts, particularly consulting contracts between the Company or its associated companies and individual members of the Supervisory Board, shall require the approval of the Supervisory Board.
- 7. The members of the Supervisory Board shall be subject to an age limit whereby the candidate must be under the age of 75 at the time of their election to the Supervisory Board.

2. Election of the Chair and their deputy

- 1. The Supervisory Board shall elect a Chair and a deputy from among its members. The oldest member of the Supervisory Board in terms of age shall chair the meeting for the duration of the election.
- 2. Chair and deputy shall retain their posts for the entire duration of their membership of the Supervisory Board.
- 3. If the Chair or a deputy leaves the Supervisory Board before the end of their term of office, the Supervisory Board must elect a successor for the remainder of the departing member's term of office without delay.

3. Convening of and attendance at Supervisory Board meetings

- 1. The Supervisory Board shall convene an ordinary meeting four times per calendar year (quarterly meeting). The Chair of the Supervisory Board shall convene further meetings as required. In all other respects, the statutory provisions shall apply.
- 2. The Supervisory Board meeting shall be convened by the Chair or by the Management Board on behalf of the Chair, giving two weeks' notice and attaching the agenda; the date the invitation is sent and the date of the meeting shall not count for the purposes of calculating the notice period. The meeting documents must be available to the Supervisory Board members no later than five calendar days before the meeting. The Chair may shorten the notice period for convening the meeting to three days if they consider a matter particularly urgent. The Supervisory Board meeting may be convened and the documents for the meeting sent by post, e-mail or other common means of electronic communication. The Chair shall determine the manner of convening the meeting and its venue and time; when doing so the Chair shall endeavour to achieve the maximum attendance possible. Dates of meetings shall be determined annually in advance; in each case, quarterly meetings shall take place the second week after the scheduled publication of the quarterly figures.
- 3. The person chairing the meeting has the right to call in individual or all members of the Management Board to the meeting or to deal with individual agenda items.

4. The person chairing the meeting shall determine whether and which third parties are called in to deal with specific agenda items. The auditor must attend the annual meeting to discuss the financial statements.
5. The person chairing the meeting may appoint a minute-taker who is not a member of the Supervisory Board and has undertaken to observe confidentiality.
6. The Supervisory Board shall meet without the Management Board if required.

4. Tasks and powers of the Chair of the Supervisory Board

1. The Chair of the Supervisory Board shall coordinate work within the Supervisory Board, chair its meetings and attend to the interests of the Supervisory Board externally.
2. They shall prepare for the Supervisory Board meetings.
3. They shall also chair the Personnel Committee. They shall not chair the Audit Committee.
4. The Chair of the Supervisory Board shall maintain regular contact with the Management Board, and particularly the Chair of the Management Board, and discuss with them the strategy, business performance and risk management of the Company. The Chair of the Management Board shall inform them without delay regarding key events that are of material significance for assessing the position, performance and management of the Company. The Chair of the Supervisory Board shall subsequently notify the Supervisory Board and, if necessary, convene an extraordinary Supervisory Board meeting.
5. The Supervisory Board shall continuously review the efficiency of its activities and the measures it has taken and shall – where useful – adapt the Company's rules of procedure and the content, scope and frequency of the reports it requests as well as the frequency of its meetings to suit the given requirements in accordance with the legal provisions.

5. Chair of meetings

1. The Chair shall chair the meeting. If they are unavailable, including temporarily, their deputy shall chair. If both are unavailable, a new meeting must be convened. However, in urgent cases the Supervisory Board can resolve that the oldest member in terms of age shall chair the meeting.
2. The person chairing the meeting shall determine the order in which the agenda items will be discussed. They may defer the discussion of individual agenda items to the next meeting.
3. Resolutions may be passed only on items not duly announced on the agenda if no member objects. Absent members may object or cast their vote in writing within a reasonable period to be determined by the Chair.
4. The person chairing the meeting shall ensure the smooth running of the meeting. In justified cases they may exclude a member from the meeting or limit their right to speak.

6. Quorum and resolutions

1. The Supervisory Board shall be quorate at a duly convened meeting if at least half of all members participate in the passing of a resolution. An abstention shall not affect the quorum.
2. Unless otherwise provided by law or the articles, resolutions shall be passed by a simple majority of the members participating in the passing of a resolution.
3. An absent member can participate in the passing of a resolution by submitting their vote, signed personally by hand, to another member before the meeting. The document must be attached to the minutes of the meeting.

4. The person chairing the meeting may allow an absent member to cast their vote retrospectively within ten days in writing or by fax or e-mail, unless a member who is present objects.
5. The Chair may order a secret ballot. However, each member has the right to have their vote individually recorded in the minutes.
6. The Chair may determine that resolutions be passed outside of meetings via a conference call or using modern telecommunications (such as voting by e-mail), unless a member objects.

7. Committees

1. The Supervisory Board may form committees with advisory and, where permitted by law and the articles, decision-making powers from among its members. The Supervisory Board shall decide on the size of committees, their members, the chairs of committees, their deputies, and the remit of the respective committee, unless these rules of procedure contain further stipulations. The Chair of the Supervisory Board shall coordinate the work of the committees and is entitled to attend all committee meetings.
2. The Chair of the committee shall convene the meetings. Section 3 (3) and (4) shall apply analogously. They shall chair the committee meeting. Section 4 (4) and (5) shall apply analogously. They must inform the Chair of the Supervisory Board who shall in turn notify the other members of the Supervisory Board.
3. They may call in the Management Board or experts – particularly the auditors – in connection with the tasks assigned to the committee and request relevant information.
4. A committee has the right to entrust its individual members to perform certain tasks, provided it notifies the Chair of the Supervisory Board.
5. The following committees shall be formed:

- a) **Personnel Committee:**

The Personnel Committee shall be an advisory committee. It shall comprise four members and shall be composed of the Chair of the Supervisory Board, their deputy, one Supervisory Board member representing employees and one Supervisory Board member representing shareholders. The Chair of the Supervisory Board shall also be Chair of the Personnel Committee.

The Personnel Committee shall deal with personnel matters concerning members of the Management Board, including long-term succession planning. The Personnel Committee shall make recommendations for the content of employment agreements with members of the Management Board and their remuneration. Recommendations concerning ongoing remuneration shall be determined via systematic evaluation of individual Management Board members' performance. Furthermore, the Personnel Committee shall perform the tasks under Section 27 (3) in conjunction with Section 31 (3) first sentence of the German Co-determination Act (MitbestG) (Conciliation Committee).

b) Accounting and Audit Committee:

The Accounting and Audit Committee shall be an advisory committee. It shall comprise four members. They shall comprise two Supervisory Board members representing shareholders and two Supervisory Board members representing employees. The Accounting and Audit Committee shall be responsible for matters concerning accounting and auditing for the Company, group companies and the Group, including monitoring the accounting and consolidated accounting process and the effectiveness of the internal monitoring system, risk management system and internal auditing system, as well as the auditing of financial statements, including in particular the independence of the auditor and of the additional services performed by the auditor. It shall evaluate the audit reports from the auditor and report to the Supervisory Board on the committee's assessment of the statements contained in the audit report, particularly with regard to the future performance of the Company. In this context, the Audit Committee's regular tasks shall include:

- Preparing for selection of the auditor, determining additional focal points of the audit, agreeing the auditor's fee and commissioning the auditor to conduct the audit.
- Assessing the auditor's findings and recommendations in a management letter.
- Preparing for the auditing of the annual financial statements and consolidated financial statements by the Supervisory Board, including the respective management reports based on the results of the audit and additional statements from the auditor.
- Auditing of interim financial statements.

c) Nomination Committee:

The Nomination Committee shall be an advisory committee and shall be formed from among from the members of the Personnel Committee as required. The Nomination Committee shall prepare the Supervisory Board's recommendations to the Annual General Meeting for the election of Supervisory Board members. The Nomination Committee shall comprise only Supervisory Board members representing shareholders and shall be formed as required in advance of an Annual General Meeting that decides on the election of Supervisory Board members.

No separate remuneration shall be paid for the Nomination Committee work performed by members of the Personnel Committee.

8. Meeting minutes

1. The outcome of each meeting of the Supervisory Board and its committees must be minuted and the minutes signed by the person chairing the meeting.
2. The Chair of the Supervisory Board must record resolutions passed outside of a meeting.
3. Section 3 (5) shall apply analogously to the taking of the minutes.
4. The minutes of the meeting must be sent to all members within one month and adopted by the Supervisory Board at the next meeting. The Chair of the Supervisory Board shall receive a copy of the minutes of the committee meetings for information and central filing.
5. The Chair of the Supervisory Board shall notify the Management Board of the outcome of the meeting, unless the confidential nature of certain events precludes this.

6. Each Supervisory Board member is required to maintain secrecy regarding the discussions and outcome of the meeting, unless a legal duty precludes this. If they wish to inform a third party regarding confidential matters without any legal obligation to do so, they must obtain the consent of the Chair of the Supervisory Board. Where there is a legal obligation to furnish information, they must inform the Chair of the Supervisory Board regarding the information provided.
7. Minutes and confidential meeting documents must be kept under lock and key. The Chair of the Supervisory Board must ensure a complete set of documents is kept centrally at the Company's business premises and that these documents are only accessible to the respective Chair of the Supervisory Board or their deputy. The centralised documentation must be kept for at least ten years.

9. Rules regarding conflicts of interest and proprietary trading

1. Supervisory Board members must disclose any conflicts of interest – particularly any that may arise on account of a consultancy or committee role with customers, suppliers, lenders or other business partners – to the Supervisory Board. In the event of serious conflicts of interest, the Chair of the Supervisory Board or their deputy shall decide the parties to whom the information will be forwarded as well as regarding the Supervisory Board member's attendance at meetings. Material and not merely temporary conflicts of interest on the part of a Supervisory Board member shall lead to termination of their mandate.
2. When making their decisions, Supervisory Board members may not pursue their own interests or those of persons or companies associated with them that are contrary to the interests of the Company and group companies, nor may they take advantage of business opportunities to which the Company or its group companies are entitled. Where there are potential conflicts of interest, the interests of the Company and its group companies shall take precedence and the Supervisory Board members concerned must abstain from voting.
3. All transactions between the Company or group companies and Supervisory Board members as well as persons or companies associated with the latter must comply with the accepted standards in the industry. The transactions and their terms must be approved by the Supervisory Board in advance (exception: routine daily business transactions). They may not run contrary to the interests of the Company or group companies.
4. The granting of loans from the Company or group companies to Supervisory Board members shall require the approval of the Management Board and Supervisory Board.
5. Supervisory Board members may not request or accept, either for themselves or for third parties, contributions or other benefits in connection with their activities where this could be to the detriment of Company or customer interests.
6. Supervisory Board members may not purchase or sell shares in the Company within 30 trading days before the expected quarterly reporting date as per the published financial calendar and final publication of the quarterly figures. In the case of the annual financial statements, this period shall relate to publication of the preliminary figures for the financial year as per the published financial calendar.
7. Supervisory Board members shall meet their obligations under Section 15 of the German Securities Trading Act (WpHG) (communication of insider information and proprietary trading).

10. Validity

1. These rules of procedure shall remain in force until the Supervisory Board resolves otherwise.
2. The Supervisory Board can resolve by a simple majority to deviate from the rules of procedure in individual cases.

Frankfurt/Main, 2 November 2020

Christoph Groß
(Chairman of the Supervisory Board)