

Rules of Procedure for the Supervisory Board of comforte AG

Preliminary remark:

Pursuant to § 8.6 of the Articles of Association of comforte AG (hereinafter referred to as the "Company"), the Supervisory Board of the Company issues the following Rules of Procedure for the Supervisory Board.

§ 1 General

(1) In the performance of its duties, the Supervisory Board shall cooperate in a spirit of trust with the other corporate bodies of the Company for the benefit of the Company. Its members have equal rights and duties. They shall not be bound by orders or instructions.

(2) The members of the Supervisory Board shall - even after leaving office - maintain secrecy regarding confidential information and secrets of the Company, in particular trade and business secrets, which become known to them through their activities on the Supervisory Board. If members of the Supervisory Board disclose information to third parties which cannot be ruled out with certainty as being confidential or relating to secrets of the Company, they shall be obliged to inform the Chairman of the Supervisory Board in advance and give him the opportunity to comment.

(3) The Supervisory Board shall be composed in such a way that its members as a whole possess the knowledge, skills and professional experience required for the proper performance of its duties. The Supervisory Board shall specify concrete objectives for its composition, taking into account the recommendations of the German Corporate Governance Code.

§ 2 Appointment and term of office of the members of the Supervisory Board

(1) The appointment and term of office of the members of the Supervisory Board shall be in accordance with § 8 of the Articles of Association of comforte AG.

(2) Each member of the Supervisory Board shall be entitled to resign from office at any time by giving one month's notice in writing to the Chairman of the Supervisory Board. A member of the Supervisory Board may be dismissed at any time.

§ 3 Election of the Chairman and his deputies

(1) Immediately after its election, the Supervisory Board shall elect a Chairperson and Deputy Chairperson from among its members at a constituent meeting which shall take place after the Annual General Meeting and for which no special invitation is required. The oldest Supervisory Board member in terms of age shall chair the meeting until the conclusion of an election.

(2) The Chairman shall coordinate the work of the Supervisory Board.

(3) A deputy chairman shall have the same rights as the chairman in all cases in which he acts as deputy chairman if the chairman is prevented from doing so.

(4) If the Chairperson or a Deputy Chairperson leaves the Supervisory Board before the end of his or her term of office, the Supervisory Board shall immediately elect a successor for the remaining term of office of the departing member.

§ 4 Convening of meetings of the Supervisory Board

(1) As a rule, the Supervisory Board shall convene once every calendar quarter; it must convene once every calendar half-year.

(2) The meetings of the Supervisory Board shall be convened by a chairman with one week's notice, enclosing the agenda and the meeting documents; the day on which the invitation is sent, and the day of the meeting shall not be counted when calculating the notice period. The Chairman may, if he considers a matter to be particularly urgent, shorten the notice period to 3 days. The Chairman shall determine the form of the invitation, the venue and the time of the meeting; in doing so, the Chairman shall endeavor to ensure that as many people as possible are present. The invitation must be in text form.

(3) The items on the agenda shall be communicated with the invitation. If an agenda has not been properly announced, a resolution may only be passed on it if no Supervisory Board member objects before the resolution is passed.

§ 5 Chairman of the meeting

(1) The Chairman of the Supervisory Board shall chair the meeting. If he is prevented from attending, even temporarily, the meeting shall be chaired by his deputy.

(2) The chairman of the meeting shall determine the order in which the items on the agenda are dealt with. He may postpone the discussion of individual agenda items until the next meeting.

(3) The chairperson of the meeting shall ensure that the meeting proceeds in an orderly manner. In justified cases, he may exclude a member from the meeting or restrict his right to speak.

§ 6 Adoption of Resolutions

(1) Resolutions of the Supervisory Board shall generally be adopted at meetings. Resolutions may be adopted in writing (including by telecopier), by telegraph, by e-mail or by telephone if all members of the Supervisory Board participate and no member of the Supervisory Board objects to this procedure.

(2) The Supervisory Board shall constitute a quorum if more than half of its members are present. Mutual authorization is permissible. Resolutions shall be adopted by a simple majority of votes.

(3) In the event of a tie, any member of the Supervisory Board may demand a second vote. The Chairman of the Supervisory Board - or, if he is prevented from doing so, his deputy - shall determine when the vote is to be repeated; the vote may also be repeated at the same meeting. If the second vote also results in a tie, the Chairman of the Supervisory Board shall have two votes.

(4) Minutes shall be kept of the discussions and resolutions of the Supervisory Board, including those adopted in conference calls or by electronic means, e-mail, or fax. The minutes shall be signed by the Chairman of the Supervisory Board and copies shall be provided to each member of the Supervisory Board at least in text form.

(6) Declarations of intent by the Supervisory Board on behalf of the Supervisory Board shall be made by the Chairman of the Supervisory Board or, by proxy, by his Deputy.

§ 7 Tasks

(1) The Supervisory Board shall appoint and dismiss the members of the Executive Board. In addition, it may appoint a member of the Executive Board as Chairman of the Executive Board and may also revoke such appointment.

(2) The Supervisory Board shall advise and supervise the Board of Management.

(3) The prior approval of the Supervisory Board shall be required for the following measures of the Board of Management:

In the last quarter of each fiscal year, the Executive Board shall submit to the Supervisory Board for approval the corporate planning (income statement, financial planning, investment planning and human resources planning) for the following fiscal year and for a three-year business plan prepared under the joint responsibility of the Executive Board.

In addition, the Executive Board requires the approval of the Supervisory Board for the following measures/transactions:

- Termination, transfers of shareholder employees;
- Transactions and measures affecting the fundamental corporate strategy and leading to a significant change in the development of the company, such as e.g., the addition or discontinuation of new business areas;
- Conclusion of contracts of material significance (e.g., operating lease agreements, profit transfer agreements via silent partnerships or participating loans, inter-company agreements) that go beyond the ordinary course of business;
- Granting and revocation of general powers of attorney of the Company;
- Conclusion of contracts between the Company and members of the Company's executive bodies or their relatives within the meaning of Section 15 AO or direct or indirect shareholders of the Company or their relatives within the meaning of Section 15 AO;
- Acquisition or disposal of movable assets in excess of EUR 100,000.00 (one hundred thousand euros);
- Acquisition or disposal of, or other disposition regarding, participations in companies of all kinds, acquisition or disposal of, or other disposition regarding, business divisions, operations or parts thereof, if the value in an individual case exceeds EUR 100,000.00 (one hundred thousand euros); with the exception of transactions in which only the Company and subsidiaries are involved;
- Conclusion of loan agreements with a volume of EUR 100,000.00 (one hundred thousand euros) in individual cases, unless they are short-term loan agreements with a term of less than 6 months, which are concluded within the framework of working capital planning;

- Assumption of guarantees and granting of other collateral for third parties outside the company and / or the group of companies, if the collateral in an individual case exceeds the amount of EUR 100,000.00 (one hundred thousand euros);
- Issuance, amendment or cancellation of business allocation plans that regulate the allocation of departments to the individual members of the Board of Management;
- Conclusion of service agreements with third parties and employees who are to be granted an annual salary (consisting of base salary and, if applicable, contractually agreed bonus) of more than EUR 100,000.00 (one hundred thousand euros) or/and a share in profits;
- Conclusion of rental and lease agreements with a term of more than one year if the annual remuneration exceeds EUR 100,000.00 (one hundred thousand euros).

The Executive Board must also obtain the approval of the Supervisory Board if it is involved in transactions of the aforementioned kind at affiliated companies or can participate as a member of the Executive Board, managing director or shareholder by issuing instructions, granting approval or casting votes.

However, the approval of the Supervisory Board for individual measures/transactions of the aforementioned kind shall not be required if and to the extent that the individual measures have already been approved by the Supervisory Board either on an individual basis or as a whole as part of the corporate planning.

§ 8 Attendance at meetings by the Executive Board

The members of the Executive Board may attend meetings at the invitation of the Chairman of the Supervisory Board.

§ 9 Committees

(1) To the extent permitted by law, the Supervisory Board may transfer its duties and rights to one of its committees. The committees shall each be responsible for the tasks assigned to them by resolution of the Supervisory Board or in more detail in rules of procedure adopted by the Supervisory Board. The chairmen of the committees shall regularly report to the Supervisory Board on the activities of the committees.

(2) The Supervisory Board may form a Personnel Committee. The Personnel Committee shall report regularly to the Supervisory Board on its work.

(3) The Personnel Committee shall decide on matters relating to the service contracts and other contractual matters of the Board of Management (including former members of the Board of Management and surviving dependents of members of the Board of Management), insofar as the compensation of members of the Board of Management is not affected. Decisions on the compensation of Executive Board members (including former members of the Executive Board and surviving dependents of Executive Board members) are a matter for the full Supervisory Board, as is the regular discussion and review of the compensation system but shall be prepared by the Personnel Committee by drawing up proposals. The Personnel Committee also makes decisions in accordance with § 114 AktG (contracts with Supervisory Board members) and § 115 AktG (granting of loans to Supervisory Board members) and on matters relating to senior executives requiring approval (including granting of loans to senior executives as defined in § 89 (2) AktG). To the extent permitted by law, it represents the Company vis-à-vis the members of the Executive Board, former members of the Executive Board and surviving dependents of Executive Board members. The Chairman of the Supervisory Board is responsible for the execution of resolutions and the execution of corresponding documents.

§ 10 Compensation

(1) The members of the Supervisory Board shall be entitled to appropriate compensation as determined by the General Meeting. The remuneration shall be payable quarterly.

(2) The members of the Supervisory Board shall also be entitled to reimbursement of their proven and reasonable expenses.

§ 11 Liability

The liability of the members of the Supervisory Board shall be limited to intent and gross negligence.

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