

RULES OF PROCEDURE

Rules of Procedure for the Supervisory Board of YOC AG

Section 1 General

The Supervisory Board shall perform its duties in accordance with the statutory regulations, the Company's Articles of Association and these Rules of Procedure. In addition, the Supervisory Board shall follow the recommendations of the German Corporate Governance Code (Deutscher Corporate Governance Kodex) in its current version unless stipulated otherwise in the Company's declaration of conformity.

Its members have equal rights and obligations and are not bound by orders or directives.

Section 2 Chair, Deputy Chair

1. At its first meeting after being elected, the Supervisory Board shall elect a Chair and a Deputy Chair from among its members. The election process will be managed by the oldest member of the Supervisory Board in terms of age. The Chair and Deputy Chair are elected for the term of office of the respective elected members or for a shorter period of time as determined by the Supervisory Board. The Deputy Chair shall have the rights and obligations of the Chair of the Supervisory Board if the Chair is prevented from performing their duties.

2. If the Chair or Deputy Chair's term of office ends because they resign or because they step down from the Supervisory Board, the Supervisory Board shall—after appointing a new member to the Supervisory Board to ensure the Board has the number of members required for a quorum where necessary—immediately elect a new Chair or Deputy Chair to perform this role for the remainder of the former Chair or Deputy Chair's term.

3. The Chair of the Supervisory Board shall coordinate the work of the Supervisory Board, chair the Supervisory Board's meetings and represent the interests of the Supervisory Board externally. If the Chair is unable to perform their duties, the Deputy Chair shall assume the Chair's duties and authorities.

Section 3 Convening of Meetings

1. The Supervisory Board should be convened once each calendar quarter as a general rule; the Supervisory Board must meet twice in each half of the calendar year. The Supervisory Board must also be convened if so requested by a member of the Supervisory Board or by the Management Board, specifying the purpose and reason for calling the meeting.

2. Supervisory Board meetings are convened by the Chair of the Supervisory Board in writing (letter or fax) with a notice period of 14 days. When calculating the notice period, the day on which the invitation is sent and the day of the meeting are not included. In urgent cases, the Chair may shorten this notice period as is reasonable and may also convene the meeting verbally, by telephone, by email or using another common method of communication.

3. The agenda for the meeting must be provided with the invitation. If an item on the agenda has not been duly announced, this item may only be voted on if no members of the Supervisory Board object. If members of the Supervisory Board are absent from a meeting in such a case, these members must be given the opportunity to object to the resolution or to submit their vote in writing within a reasonable period of time as determined by the Chair.

4. Items are to be added to the agenda if so requested by a member of the Supervisory Board or the Management Board, provided that the purpose and reason for the addition is given and that the request for the addition is received by the Chair of the Supervisory Board no later than five days prior to a meeting. The

Chair of the Supervisory Board shall promptly notify all members of the Supervisory Board of such additions to the agenda.

Section 4 Meetings and Resolutions

1. Supervisory Board meetings are chaired by the Chair of the Supervisory Board or, if the Chair is prevented from doing so, by the Deputy Chair.
2. As a general rule, resolutions of the Supervisory Board are passed in meetings. Members are not all required to be physically present at the same time for a meeting to take place; meetings may also be held in the form of a telephone or video conference. Absent members of the Supervisory Board may participate in Supervisory Board votes by submitting written votes via another member of the Supervisory Board. In addition, absent members of the Supervisory Board may submit their vote during the meeting or after the meeting within a reasonable period of time as determined by the individual chairing the meeting either verbally, by telephone, by fax, by email or via another common means of communication, in particular via video link, unless any members of the Supervisory Board present at the meeting object.
3. Outside of meetings, resolutions may be adopted by means of votes cast in writing (letter or fax), verbally, by telephone, by email or via another common means of communication if so arranged by the Chair. Such resolutions will be documented in writing by the Chair and this record will then be forwarded to all members. For votes held outside of meetings, sentences 2 and 3 of Paragraph 2 and Paragraphs 5 to 7 below apply accordingly. A resolution adopted in a meeting may be combined with a resolution adopted outside that meeting if so arranged by the Chair of the Supervisory Board (mixed resolution).
4. Unless stipulated otherwise by law, Supervisory Board resolutions are passed with a simple majority of the votes cast. In the event of a tie, the Chair of the Supervisory Board or, if the Chair is not participating in the vote, the Deputy Chair has the deciding vote; the same rule applies at elections. The Chair shall decide on the voting method.
5. The Chair of the Supervisory Board is authorized to issue and accept the declarations of intent required to execute Supervisory Board resolutions on behalf of the Supervisory Board.
6. The Supervisory Board report states how many meetings of the Supervisory Board and, where applicable, which committees the individual members have each attended. Participation via telephone or video conference is also regarded as attendance.

Section 5 Records of Meetings and Resolutions

1. Minutes must be kept of the meetings of the Supervisory Board. These meeting minutes must be signed by the Chair and promptly sent to all members in electronic form (e.g. PDF scan).
2. Resolutions adopted outside of a meeting will be documented in writing by the Chair and this record will then be forwarded to all members.
3. All members of the Supervisory Board have the right to request that how they voted is noted in the written record.

Section 6 Attendance by Members of the Management Board

Members of the Management Board shall attend Supervisory Board meetings unless the Chair of the Supervisory Board or the Supervisory Board as a whole decides otherwise in an individual case. The Supervisory Board shall also meet regularly without the Management Board. To this end, it is sufficient for the Management Board to be excluded from certain items on the agenda at a meeting.

Section 7 Duties and Responsibilities of the Supervisory Board

1. The Supervisory Board advises and supervises the Management Board in respect of the management of YOC AG. In the case of decisions subject to approval, the Supervisory Board must be involved in good time so that it is able to reach a decision on approval in a timely manner.
2. The Supervisory Board ensures that there is long-term succession planning in place for the Management Board.
3. Individuals who are already 65 years of age or older are appointed as members of the Management Board only in special circumstances. The Supervisory Board may deviate from this rule in justified cases.
4. Written reports submitted to the Supervisory Board by the Management Board will be provided to all members of the Supervisory Board. Documents necessary for decision-making, in particular the annual and consolidated financial statements, auditor's report and operational plans, will be made available to the members of the Supervisory Board as soon as possible, generally at least one week before the relevant meeting.
5. Irrespective of any delegation to a Supervisory Board committee, the Supervisory Board has an obligation to audit the annual and consolidated financial statements and is responsible for adopting the annual financial statements and approving the consolidated financial statements.
6. The Chair of the Supervisory Board shall maintain regular contact with the Management Board and advise the Management Board on matters concerning strategy, business development, the risk situation, risk management and compliance. The Management Board is responsible for ensuring that the Supervisory Board is given the appropriate information. Nevertheless, the Supervisory Board must also ensure that it receives sufficient information. The Chair of the Management Board shall inform the Chair of the Supervisory Board of any events that are of material importance for the assessment of the situation and development and for the management of the Company. The Chair of the Supervisory Board shall then inform the Supervisory Board accordingly.
7. The Supervisory Board shall regularly evaluate how effectively the Supervisory Board as a whole and, where applicable, its committees are fulfilling their duties. In the statement on corporate governance, the Supervisory Board shall report on how a self-assessment was conducted.

Section 8 Committees

1. The Supervisory Board may form committees. Any such committees must have at least two members.
2. The committees shall perform the functions assigned to them by these Rules of Procedure and any special resolutions passed by the Supervisory Board in the name of and on behalf of the full Supervisory Board.
3. The Supervisory Board shall appoint a committee member as the chair of the respective committee.
4. The committee chair may involve members of the Supervisory Board who are not on the committee in an advisory capacity.
5. In accordance with the statutory regulations and unless stipulated otherwise in these Rules of Procedure, the provisions of the Articles of Association applicable to the Supervisory Board and these Rules of Procedure also apply to Supervisory Board committees. The committee chair replaces the Chair of the Supervisory Board in such provisions.

Section 9 Committee Quorum

The committees have a quorum only if all members participate. Committee resolutions are adopted with a simple majority of the votes unless stipulated otherwise by law or in the Articles of Association. Resolutions may also be adopted by means of written (letter or fax), verbal, telephone or email votes, provided that no member objects to this process in a timely manner.

Section 10 Confidentiality Obligation

1. Supervisory Board members shall maintain secrecy with regard to all confidential information and secrets concerning the Company or one of its affiliated companies disclosed to them in their capacity as members of the Supervisory Board (Section 93 and sentence 2 of Section 116(1) of the German Stock Corporation Act [Aktiengesetz]). This obligation continues to apply after each member's term on the Supervisory Board ends.
2. The obligation to maintain confidentiality also applies to votes, the course of debates, views expressed, and any personal statements made by individual Supervisory Board members. All confidential documents must be returned to the Company when a Supervisory Board member's mandate ends.
3. If a member of the Supervisory Board intends to disclose information to a third party and it cannot be determined with certainty that such information is not confidential or company secrets or that the disclosure is completely and without doubt legally permissible, this member shall first discuss the matter with the Chair in confidence; this does not apply to the disclosure of information to consultants that are bound by professional confidentiality.
4. The obligation to maintain confidentiality commences when an individual assumes their position as member of the Supervisory Board and continues to apply even after an individual leaves the Supervisory Board, until the Company's interest in confidentiality being maintained no longer exists.

Section 11 Conflicts of Interest

1. Each member of the Supervisory Board is obligated to pursue the interests of the Company. When making decisions, Supervisory Board members shall not pursue their own interests nor exploit the Company's business opportunities for themselves, on behalf of a closely associated natural or legal person or for any other institution or association in which they are involved.
2. Members of the Supervisory Board shall disclose any conflicts of interest to the Chair of the Supervisory Board, particularly any conflicts of interest that may arise on account of an advisory or executive role with a customer, supplier, lender or other business partner of YOC AG or its group companies.
3. The Supervisory Board shall report any conflicts of interests that have arisen concerning members of the Supervisory Board and how such conflicts were handled in its report to the General Meeting.
4. If a long-term, material conflict of interest arises in connection with a member of the Supervisory Board, said member shall resign their mandate in consultation with the Chair of the Supervisory Board. If the conflict of interest concerns the Chair of the Supervisory Board, the Deputy Chair will be consulted instead.
5. The Supervisory Board's approval is required for the conclusion of or amendments to contracts as defined in Section 114 of the German Stock Corporation Act between a member of the Supervisory Board or a person closely associated with a member of the Supervisory Board and YOC AG or a YOC AG group company.

Section 12 Financial Statements, Auditing of Financial Statements

1. The Supervisory Board shall commission the auditor to audit the annual financial statements and, where applicable, the consolidated financial statements and shall conclude an agreement with the auditor concerning the auditor's fee. The Supervisory Board shall decide on the commissioning of the auditor by way of a

resolution. The Supervisory Board may authorize the Chair of the Supervisory Board to implement the resolution by concluding the contract with the auditor.

2. Before making its proposal regarding the choice of auditor, the Supervisory Board shall obtain a declaration from the proposed auditor on whether and, where applicable, which business, financial, personal or other relationships exist between the auditor and its managing bodies and audit managers on the one hand and the Company or another company in the YOC Group and the members of its managing bodies on the other hand that could compromise the auditor's independence. This statement will include the scope of other services that have been rendered for the Company or another company in the YOC Group in the past year or have been contractually agreed for the following year, particularly consulting services.

3. The Supervisory Board shall review the Company's annual financial statements, the management report and the proposal for the appropriation of profit, as well as the consolidated financial statements and group management report. The Supervisory Board shall inform the Company's General Meeting about the results of the review.

4. The auditor shall take part in Supervisory Board discussions regarding the financial reports/statements and consolidated financial statements and shall report on the main findings from its audit.

Section 13 Validity

These Rules of Procedure will remain in force until the Supervisory Board resolves otherwise. The Supervisory Board may decide to deviate from these Rules of Procedure in individual cases by a simple majority.

Berlin, April 20, 2020

Dr. Nikolaus Breuel

Chair of the Supervisory Board of YOC AG