

Rules of Procedure for the Supervisory Board of Bike24 Holding AG

(Version dated ____ June 2021)

Article 1 General

- (1) The Supervisory Board of Bike24 Holding AG (hereinafter the **Company**) regularly advises the Management Board on managing the company and monitors its management of the business. The Supervisory Board is to be consulted on decisions of fundamental significance to the Company.
- (2) The Supervisory Board performs its activities in accordance with the law, the articles of association and these rules of procedure. It is also guided by the recommendations and suggestions set out in the German Corporate Governance Code.
- (3) All members of the Supervisory Board have the same rights and duties, unless otherwise provided for by law, the articles of association or these rules of procedure.
- (4) The Supervisory Board will issue rules of procedure for the Management Board, in which it will set out the distribution of responsibilities within the Management Board and the types of transaction which the Management Board may only perform with the approval of the Supervisory Board or a Supervisory Board committee, insofar as such committee is authorised under these rules of procedure or on account of a resolution by the Supervisory Board to take the decision on behalf of the Supervisory Board.
- (5) The Supervisory Board regularly assesses how effectively the Supervisory Board as a whole and its individual committees are performing their tasks.
- (6) The Supervisory Board is responsible for ensuring that behavioural standards (business conduct guidelines) apply for the members of the Management Board and the Company's staff. The Supervisory Board members observe these regulations, as amended from time to time, insofar as they can be applied to Supervisory Board members and can be reconciled with their duties.

Article 2 Composition of the Supervisory Board, Conflicts of Interest

- (1) The Supervisory Board is to be composed such that as a whole its members possess the knowledge, skills and professional experience required for the proper fulfilment of their duties and are overall familiar with the sector in which the Company operates.
- (2) Any Supervisory Board member whose professional activity changes substantially as compared to the time of their election will consult with the chair on the possibility of their term of office being terminated. Supervisory Board members are not permitted to hold office as board members

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in or act in an advisory capacity for material competitors of the Company or any of its group entities.

- (3) Each member of the Supervisory Board is bound to act in the Company's best interests and is not bound to comply with instructions or orders. When making their decisions, the members of the Supervisory Board must not be guided by personal interests and they must not exploit business opportunities offered to the Company for their own advantage.
- (4) In the event of a conflict of interests, the respective Supervisory Board member will disclose this situation to the Supervisory Board by informing the chair of the Supervisory Board, who will decide how reasonably to inform the Supervisory Board as a whole. If the conflict of interest affects the chair of the Supervisory Board themselves, they will inform the deputy chair of the Supervisory Board of this situation; if no deputy chair has been appointed, the chair will disclose the situation to the other Supervisory Board members. Where such conflicts of interest are material and not merely temporary, the respective Supervisory Board member will resign their position on the Supervisory Board.

Article 3 Confidentiality

- (1) The members of the Supervisory Board will not disclose any confidential information, reports and discussions, as well as Company secrets, namely business and trade secrets, that become known to them because of their membership of the Supervisory Board. This obligation will continue to apply even after their term of office has ended.
- (2) If a member of the Supervisory Board wishes to pass information on to third parties and it cannot definitely be ruled out that this information is confidential or relates to Company secrets, such member is obliged to inform the chair of the Supervisory Board in advance (or, if the member in question is the chair, they must inform the deputy chair) and give them the opportunity to comment on the situation.
- (3) When a member's term of office expires, all confidential documents must be returned to the chair of the Supervisory Board. If a member of the Supervisory Board wishes to access confidential documents in the context of legal defence after their term of office has expired, such member will be granted access if appropriate need can be identified.

Article 4 Chair, Deputy

- (1) The Supervisory Board will elect a chair and a deputy chair in accordance with the law and the articles of association.
- (2) The deputy chair has the duties and powers assigned to the chair by law, the articles of association or these rules of procedure only if the chair is absent.
- (3) If the chair or the deputy chair resigns from office early, the Supervisory Board must elect a successor without undue delay (*unverzüglich*). The election of the chair of the Supervisory Board will be chaired by the oldest Supervisory Board member in terms of age. Declarations of intent by the Supervisory Board will be made by the chair on behalf of the Supervisory Board, unless another member of the Supervisory Board has been authorised to do so in the individual case. The chair is authorised to receive declarations on behalf of the Supervisory Board.

- (4) The chair will coordinate the activities of the Supervisory Board and represent the Supervisory Board's interests in communication with third parties. Declarations of intent will be made by the chair on behalf of the Supervisory Board, unless another member of the Supervisory Board has been authorised to do so in the individual case. The chair is authorised to receive declarations on behalf of the Supervisory Board.
- (5) The chair can hold discussions with investors on issues specific to the Supervisory Board. The chair will inform the Supervisory Board and/or its committees on these discussions.

Article 5 Meetings

- (1) Supervisory Board meetings should be held once per calendar quarter and must be held at least twice per calendar half year.
- (2) Meetings will be convened by the chair sending an invitation in writing or by fax, e-mail or other standard means of communication, with at least 14 days' notice being given. The day on which the invitation is sent and the day on which the meeting is to be held do not count toward the notice period. In urgent cases, the chair may shorten the notice period and also call the meeting orally, by telephone or by any other appropriate means of electronic communication. This does not affect the right, provided for by law or in the articles of association, of the Management Board or other persons to convene a Supervisory Board meeting.
- (3) The agenda must be communicated in the invitation and the resolution proposals relating to the agenda items should also be sent. Any supplementary items for the agenda must be submitted no later than three days prior to the meeting, unless later submission is justified in view of the urgency of the matter. Resolution proposals for agenda items and the documents required in preparation of the meeting should have been sent five days prior to the meeting at the latest, unless later sending is justified in view of the urgency of the matter. The chair may, at their due discretion, cancel or postpone a meeting that has been convened.
- (4) All members will notify the chair and the Management Board of their postal address, e-mail address, fax number and other standard means of communication by which they may reasonably expect to receive the invitation. The chair and the Management Board must be informed in advance as soon as any of these change.
- (5) The meetings will generally be held in person. Supervisory Board meetings can be held in person, virtually (via reciprocal electronical audio/video link) or in the form of a conference call. Where a meeting is held in person, individual members may participate via reciprocal electronical audio/video link, by telephone or by conference call. In such cases and notwithstanding article 6 below, resolutions may also be passed via audio/video conference or via video/telephone. The chair will decide on the format in which the meeting is to be held and should communicate this format or possible formats in the invitation.
- (6) The chair will chair the meetings. This involves in particular determining the order in which the agenda items are to be addressed, as well as the order and type of voting to be held at the meeting.
- (7) Members of the Management Board may attend the meetings of the Supervisory Board, unless otherwise specified in an individual case by the Supervisory Board or its chair.

Article 6 Resolutions

- (1) Supervisory Board resolutions are generally passed at meetings. Unless otherwise mandatorily prescribed by law or the articles of association, the Supervisory Board will constitute a quorum if all members were invited and at least three members participate in passing the resolution. Absent Supervisory Board members who have their written votes delivered by a Supervisory Board member who attends the meeting in person, members who cast their votes in line with paragraph (4) below and members who abstain from voting on the resolution are deemed to participate in passing the resolution in line with the preceding sentence.
- (2) Resolutions require a majority of votes cast in order to be passed, unless otherwise mandatorily prescribed by law or the articles of association. Abstentions are not regarded as votes cast in this context. If a vote results in a tie, and if a repeated vote on the same subject again results in a tie, the chair will have a second (casting) vote in this second round of voting. The deputy chair is not entitled to such second (casting) vote.
- (3) A secret ballot will only be held if this is ordered by the chair or the Supervisory Board so resolves by way of an open vote.
- (4) By order of the chair, the Supervisory Board may also pass resolutions outside of its meetings (or by way of using combined methods for passing resolutions (*kombinierte Beschlussfassung*), by combining different means of communication and/or by combining the passing of a resolution at a meeting and outside of a meeting) with votes being cast orally or by telephone, in text form (section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)), electronically or using other standard means of communication. The Supervisory Board members have no right to object to using this format for passing resolutions. The chair will send a request to the members in writing, in text form, electronically or using other standard means of communication, that they vote on a particular resolution proposal, with the format for passing the resolution being specified. A voting deadline of 14 days may be set. The day on which the request is sent and the day on which the voting declaration is received do not count toward the deadline. The chair may shorten the deadline in urgent cases. If a member fails to cast either a yes or no vote and does not issue an express declaration of their intention to abstain before the deadline, this will be deemed non-participation when determining the quorum pursuant to paragraph (1). This does not affect the ability to cast written votes as described in paragraph (1). The Supervisory Board members have no right to object to using this format for passing resolutions.
- (5) It will only be possible to pass a resolution on an agenda item that was not included in the convocation and was not communicated in line with paragraph (2) sentence 2 if no Supervisory Board member objects. In such case, absent members must be given the opportunity to subsequently object to the passing of such resolution or cast their votes in writing, orally, by telephone, fax, e-mail or via other standard means of communication by a reasonable deadline to be determined by the chair of the Supervisory Board. The resolution will become effective only if no objection by any absent member is received by this deadline. Members participating via telephone or electronic means of communication are deemed to be present.
- (6) If an application relating to an agenda item is submitted less than three days prior to the meeting or such application is amended such that voting on this agenda item can only be performed with knowledge of the application or amendment, absent members must be given the opportunity to subsequently vote in writing, orally, by telephone, fax, e-mail or via other standard means of communication by a reasonable deadline to be determined by the chair of the Supervisory Board. When determining the result of the voting on the resolution, such votes must be counted if they were received by the chair by the deadline set. The process of passing the resolution ends only once such votes have been received or the deadline set has passed without a vote having been

received. Members participating via telephone or electronic means of communication are deemed to be present.

Article 7 Minutes

- (1) Minutes must be prepared of all meetings of the Supervisory Board and must be signed by the chair of the meeting.
- (2) The minutes must specify the place, date and time (beginning and end) of the meeting, the attendees, the agenda items, the material content of the discussions and the resolutions passed by the Supervisory Board. The minutes should be sent to all Supervisory Board members within four weeks of the meeting. At its next meeting, the Supervisory Board will pass a resolution on approving the minutes, which resolution is not a prerequisite for the effectiveness of the other resolutions passed.
- (3) Minutes must also be kept of the passing of resolutions pursuant to article 6 paragraph (4) of these rules of procedure , and must be signed by the chair. These minutes must contain details of the format for passing resolutions, the date on which the request for votes was issued, the date on which each vote declaration or the express declaration of the intention to abstain was received, the date on which the number of declarations required to achieve quorum was received and the date on which the majority required to pass the resolution was achieved, and the result of the voting. Paragraph (2) sentences 2 and 3 apply *mutatis mutandis*.

Article 8 Experts

- (1) Experts and other persons providing information may attend Supervisory Board meetings in order to facilitate discussions on individual agenda items. This does not affect any third-party participation that is required by mandatory law. The costs of consulting any such persons will be borne by the Company.
- (2) The chair will decide on whether to invite experts or other persons providing information, although the chair may delegate this decision to the Supervisory Board as a whole.

Article 9 Formation of committees and their activities

- (1) The Supervisory Board will form a general committee, which will also assume the tasks of a nomination committee, and an audit committee. The Supervisory Board can form additional committees and delegate members to sit on them.
- (2) The committees or individual members of the Supervisory Board may, if permitted by law, also be authorised to pass resolutions in the Supervisory Board's place.
- (3) The members of the committees are appointed for the duration of their term of office, unless a shorter term was specified when the Supervisory Board elected the members. Except in the case of the general committee, the Supervisory Board will determine which member is to assume the chair for their term of office on the committee upon electing the committee members.

- (4) Committees will constitute a quorum if at least three of their members participate in passing resolutions. Members of the Management Board may attend committee meetings, unless otherwise specified in an individual case by the committee or its chair.
- (5) The chair of a committee will report on the discussions and resolutions of their respective committee at the next meeting of the Supervisory Board as a whole. The key results of the committee's work, as described in the report, will be recorded in the minutes of the respective Supervisory Board meeting, without prejudice to paragraph (7) below in conjunction with article 7 of these rules of procedure.
- (6) In order to perform their respective tasks, the Supervisory Board committees may exercise the special rights of inspection and examination granted to the Supervisory Board under section 111 paragraph (2) of the German Stock Corporation Act (*Aktiengesetz*; **AktG**).
- (7) In all other respects, articles 5 to 8 of these rules of procedure apply *mutatis mutandis* for committees.

Article 10 General committee

- (1) The general committee comprises the chair of the Supervisory Board, their deputy and one other member to be elected by the Supervisory Board. The chair of the Supervisory Board will also chair the general committee.
- (2) The general committee is responsible for preparing Supervisory Board meetings and the self-assessment of the effectiveness with which the Supervisory Board has performed its tasks, for addressing day-to-day affairs and for advising the Management Board on fundamental questions relating to strategic business development.
- (3) The general committee is also responsible for preparing personnel decisions relating to the Supervisory Board, including the appointment and dismissal of members of the Management Board, preparatory work for concluding, amending and terminating the Management Board members' employment contracts, including remuneration commitments, and for preparing Supervisory Board resolutions in line with section 87a and section 162 AktG.
- (4) The general committee is also responsible for representing the Company in legal transactions other than those set out in paragraph (3) with active or former members of the Management Board in line with section 112 AktG and in transactions with individuals or companies associated with members of the Management Board, as defined in the German Tax Code (*Abgabenordnung*), and for approving activities in line with sections 88 paragraph (1), 89, 114 and 115 AktG and for issuing consent for Management Board members to act as Supervisory Board members of other companies.
- (5) The general committee is also responsible for granting approval for transactions which are subject to approval by the Supervisory Board according to the rules of procedure for the Management Board in line with article 1 paragraph (4) of these rules of procedure, insofar as the provision setting out the approval requirement also states that the approval of the general committee will suffice.
- (6) The general committee will propose suitable candidates for new Supervisory Board members, in line with article 2 of these rules of procedure, to the Supervisory Board, who are in turn nominated by the latter to the General Meeting.

- (7) Subject to section 107 paragraph (3) sentence 3 AktG, the Supervisory Board may delegate additional powers to the general committee.

Article 11 Audit Committee

- (1) The audit committee comprises three members to be elected by the Supervisory Board.
- (2) The audit committee must meet the requirements set out in section 100 paragraph (5) AktG. The chair should have particular skills and experience in applying accounting principles and internal controls, be familiar with audits and be independent. The chair of the audit committee should, in particular, be independent of the Company, the Management Board and of a controlling shareholder. They should neither be the chair of the Supervisory Board, nor a former member of the Company's Management Board whose term of office ended less than two years previously.
- (3) The audit committee must in particular address the monitoring of accounting processes, the effectiveness of the internal control system, the risk management system and the audit, including in particular the selection and independence of the auditor, the quality of the audit of the additional services provided by the auditor, as well as compliance issues. The audit committee also discusses the semi-annual and any quarterly notices with the Management Board prior to publication and addresses the non-financial statement or the separate non-financial report and issuing instructions for any external audit pursuant to section 111 paragraph (2) sentence 4 AktG.
- (4) The audit committee will prepare Supervisory Board decisions regarding the adoption of the annual financial statements and approval of the consolidated financial statements. To this end, the audit committee will be obliged to perform an initial review of the annual financial statements, the management report, the consolidated financial statements, the group management report and the proposal for the appropriation of profits.
- (5) The audit committee must make a recommendation to the Supervisory Board for the latter's proposal to the General Meeting regarding the appointment of the auditor.
- (6) Subject to section 107 paragraph (3) sentence 3 AktG, the Supervisory Board may delegate additional powers to the audit committee.

Article 12 Approval of and Amendments to these Rules of Procedure

- (1) The Supervisory Board hereby adopts these rules of procedure with the majority of its members' votes.
- (2) The Supervisory Board may resolve to make amendments to these rules of procedure only with the majority of its members' votes.

_____, ____ June 2021

For the Supervisory Board of Bike24 Holding AG

Ralf Kindermann
(Chairman of the Supervisory Board)