

RULES FOR THE SUPERVISORY BOARD

OF

InPost S.A.

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These rules (hereinafter the "**Rules**") were adopted by the Supervisory Board of InPost S.A. (hereinafter the "**Company**") on 20 January 2021.

The Supervisory Board may amend these Rules from time to time.

1. DEFINITIONS

1.1. The words and expressions used in these Rules have the following meaning:

- "**AI Prime Principal Shareholder**": AI Prime & Cy SCA;
- "**Articles of Association**": the articles of association of the Company, as amended from time to time;
- "**Audit Committee**": the audit committee of the Supervisory Board;
- "**Chairperson**": the chairperson of the Supervisory Board;
- "**Code**": the Dutch Corporate Governance Code;
- "**Company**": InPost S.A., a public limited liability company (*société anonyme*) with its registered office at 2-4 rue Beck, L-1222 Luxembourg, Grand Duchy of Luxembourg, Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de commerce et des sociétés, Luxembourg*) under number B248669;
- "**Company Secretary**": the secretary of the Company, as appointed in accordance with the Articles of Association;
- "**General Meeting**": the Company's general meeting of Shareholders;
- "**Group**": the Company and its Subsidiaries;
- "**Management Board**": the management board (*directoire*) of the Company;
- "**Principal Shareholders**": AI Prime & Cy SCA and A&R Investments Ltd;
- "**Rules**": these Supervisory Board rules;
- "**Selection, Appointment and Remuneration Committee**": the selection, appointment and remuneration committee of the Supervisory Board;
- "**Shareholder**": a holder of one or more shares in the capital of the Company;
- "**Subsidiaries**": the Company's direct and indirect subsidiaries from time to time; and
- "**Supervisory Board**": the supervisory board (*conseil de surveillance*) of the Company.

1.2. Capitalised terms not defined herein shall have the meanings given to them in the Articles of Association.

2. STATUS AND CONTENTS OF THESE RULES

2.1. These Rules have been drawn up pursuant to article 20.1 of the Articles of Association and complement the rules and regulations that are applicable to the Supervisory Board under Luxembourg law or the Articles of Association. These Rules are published on the Company's website.

- 2.2. Where these Rules are inconsistent with Luxembourg law or the Articles of Association, Luxembourg law or, as the case may be, the Articles of Association shall prevail. Where these Rules are in accordance with the Articles of Association but are inconsistent with Luxembourg law, the latter shall prevail. If one or more provisions of these Rules are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions with provisions which are valid and the effect of which is, given the contents and purpose of these Rules, to the greatest extent possible, similar to that of the invalid provisions.
- 2.3. By virtue of the resolutions adopted on 20 January 2021, the Supervisory Board confirmed unanimously that it will comply with and be bound by the obligations pursuant to these Rules, to the extent that they apply to it and its members. On their appointment to the Supervisory Board, new members shall receive a copy of these Rules and be requested to return a signed copy of them to the Company.
- 2.4. These Rules can only be amended by a resolution of the Supervisory Board to that effect. Any amendment of these rules shall be laid down in writing.
- 2.5. Save as otherwise provided in the Articles of Association or by Luxembourg law, the Supervisory Board may in exceptional cases, as the circumstances may require, at its discretion decide to deviate from these Rules.

3. COMPOSITION AND SUITABILITY OF THE SUPERVISORY BOARD

- 3.1. In accordance with the Articles of Association, the Supervisory Board shall consist of at least three (3) members, of which either one (1), two (2) or three (3) members, as and if applicable, must be appointed pursuant to a nomination thereto by one of the Principal Shareholders in accordance with article 20 of the Articles of Association (to the extent applicable). Members of the Supervisory Board shall be appointed by the General Meeting upon nomination by the Supervisory Board, in accordance with the Articles of Association.
- 3.2. The Supervisory Board prepares a profile of its size and composition, taking into account the nature of the business, its activities, and the desired expertise, experience, diversity and independence of its members. The Supervisory Board evaluates the profile annually.
- 3.3. The Supervisory Board shall prepare a rotation schedule in respect of its members in order to avoid, to the extent possible, a situation in which many members of the Supervisory Board resign at the same time. The rotation schedule shall be posted on the Company's website. Notwithstanding any other provision of this clause 3, members of the Supervisory Board shall resign in accordance with the rotation schedule.
- 3.4. Without prejudice to article 20.3 and 20.8 of the Articles of Association, a member of the Supervisory Board may be dismissed with or without cause and may be replaced at any time by the General Meeting.
- 3.5. The composition of the Supervisory Board should comply with the following requirements:
 - (a) each of its members must have the specific expertise required for the fulfilment of his duties;

- (b) each of its members must be capable of assessing the broad outline of the overall policy of the Company;
- (c) at least one of the members of the Supervisory Board must have relevant expertise in financial administration or accounting for listed companies or other large companies;
- (d) except for as a result of the Principal Shareholders' nomination rights pursuant to article 20 of the Articles of Association, the Supervisory Board shall otherwise be composed in compliance with the independence requirements under the Code; and
- (e) the Chairperson may not be a former member of the Management Board and must be independent within the meaning of the Code.

If one or more of these requirements are not met, the Supervisory Board will remain validly constituted and operational, but the Supervisory Board will endeavour to meet the requirements as soon as possible.

- 3.6. Before accepting a position on the Supervisory Board, a candidate will determine together with the Chairperson of the Supervisory Board whether the candidate would be allowed to accept the position under applicable legal or regulatory provisions that may limit the number of positions a member of the Supervisory Board may hold.
- 3.7. Members of the Supervisory Board shall resign prematurely in the event of inadequate functioning, structural incompatibility of interests, and in other instances in which this is deemed necessary by the Supervisory Board, subject to the applicable provisions of the Articles of Association and applicable law.

4. RESPONSIBILITIES OF THE SUPERVISORY BOARD

- 4.1. The Supervisory Board is charged with the supervision of the policy of the Management Board. It supervises the manner in which the Management Board implements the Company's strategy. The Supervisory Board regularly discusses the strategy, the implementation of the strategy and the principal risks associated with it. The Supervisory Board includes an account of its involvement in the establishment of the strategy, and the way in which it monitors its implementation in the report of the Supervisory Board in accordance with clause 4.3.
- 4.2. The responsibilities of the Supervisory Board include:
 - (f) monitoring, supervising and advising the Management Board;
 - (g) disclosing, complying with, and enforcing the Company's corporate governance structure subject to and in accordance with or with due observance of applicable law and regulations, the Code (including compliance by explaining deviations from the Code) and the Articles of Association;
 - (h) reviewing the annual accounts;
 - (i) reviewing the audit plan prepared by the internal audit function;
 - (j) approving certain resolutions of the Management Board in accordance

with the Articles of Association, the Management Board Rules and these Rules;

- (k) after consultation with the Management Board, recommending the appointment of the Company's external auditor to the General Meeting;
- (l) supervising the functioning of the Company's external auditor;
- (m) selecting members of the Management Board for appointment by the Supervisory Board;
- (n) selecting and proposing members of the Supervisory Board to the General Meeting for appointment;
- (o) monitoring the operation of the procedure for reporting actual or suspected misconduct or irregularities; and
- (p) evaluating and assessing the functioning of the Management Board, the Supervisory Board, and their individual members.

4.3. The Supervisory Board prepares and publish a Supervisory Board report on its functioning and activities during the preceding financial year, which includes all items required to be included pursuant to the Code and shall be included in the annual report.

4.4. The Supervisory Board shall advise the Management Board on the appointment and dismissal of the Company Secretary.

4.5. The Supervisory Board is responsible for encouraging openness and accountability within the Supervisory Board, and between the different corporate bodies of the Company.

5. SUPERVISORY BOARD COMMITTEES

5.1. In accordance with article 23.2 of the Articles of Association, the Supervisory Board may establish committees in order to conduct certain tasks and functions expressly delegated to such committee. The committees will examine specific topics as determined by the committee charters, report to the Supervisory Board about them and prepare the Supervisory Board's decision-making in respect of those topics. The Supervisory Board will determine the composition of such committees in accordance with the Articles of Association and these Rules. Such committees exercise their duties under the supervision and responsibility of the Supervisory Board.

5.2. In accordance with clause 5.1 above, the Supervisory Board shall have an audit committee and a selection, appointment and remuneration committee, and/or such other committees as the Supervisory Board deems fit. The members of the committees will be appointed by the Supervisory Board from its members. More than half of the members of each committee should be independent within the meaning of the Code. The Supervisory Board shall remain responsible for its decisions even if they have been prepared by one of the committees.

5.3. The Supervisory Board shall prepare charters governing the respective committee's best practices and principles. The committee charters and the composition of the committees will be published on the Company's website.

- 5.4. Each committee will annually provide the Supervisory Board with a report of its deliberations, findings and the main items discussed.
- 5.5. The annual report of the Supervisory Board shall describe the composition of the committees, the number of committee meetings and the main items discussed.

6. CHAIRPERSON AND VICE-CHAIRPERSON

- 6.1. The Supervisory Board shall appoint one of its members as Chairperson and may appoint one of its members as vice-Chairperson. The Chairperson and vice-Chairperson, if any, may not be former members of the Management Board. The Chairperson must be independent within the meaning of the Code.
- 6.2. The Chairperson shall ensure the proper functioning of the Supervisory Board and its committees.
- 6.3. In addition to his/her responsibility for ensuring that the Supervisory Board's policies are properly implemented, the Chairperson shall, without limitation, also be responsible for:
 - (a) co-ordinating the Supervisory Board's decision-making process, determining the agenda of the Supervisory Board meetings, chairing the Supervisory Board meetings and monitoring the proper functioning and operation of the Supervisory Board and its committees;
 - (b) promoting debate and the active involvement of Supervisory Board members during Supervisory Board meetings and safeguarding their rights to freely take a position and express their opinion;
 - (c) ensuring that there is ample time for consultation, consideration and other aspects of the decision-making process during Supervisory Board meetings;
 - (d) ensuring the adequate and timely submission of information to the members of the Supervisory Board as necessary for the proper performance of their duties;
 - (e) ensuring the Supervisory Board has proper contact with the Management Board, the General Meeting and, if applicable, any works councils or other employee representative bodies in the Group;
 - (f) ensuring the General Meeting is conducted in an orderly and efficient manner and that effective communication with Shareholders is assured;
 - (g) organising and co-ordinating the regular evaluations and assessments of the functioning of the Management Board and Supervisory Board as a whole and the members of the Management Board and Supervisory Board;
 - (h) ensuring that the members of the Management Board and Supervisory Board follow their induction programme and any subsequent education and training programmes;
 - (i) ensuring that the Management Board creates a culture focussed on long-term value creation and performs any activities necessary in respect of such culture;

- (j) ensuring that the Supervisory Board recognises signs from the business operated by the Company and ensures that any (suspicion of) material misconduct and irregularities are reported to the Supervisory Board without delay; and
- (k) ensuring that the Supervisory Board is involved closely and at an early stage in any merger or takeover process.

7. COMPANY SECRETARY

- 7.1. The Supervisory Board may be assisted by a Company Secretary.
- 7.2. The Company Secretary, either on recommendation of the Supervisory Board or otherwise, shall be appointed and dismissed by the Management Board, after the approval of the Supervisory Board has been obtained.
- 7.3. If a Company Secretary has been appointed, he or she shall be primarily responsible for:
 - (l) ensuring that the functioning of the Supervisory Board complies with the applicable legislation, regulations, the Code (to the extent applicable and not deviated from), these Rules, the Articles of Association and the rules and regulations issued pursuant thereto;
 - (m) preparing and keeping minutes summarising the deliberations during the meetings of the Supervisory Board and noting any decisions taken by the Supervisory Board, in conjunction with the Chairperson;
 - (n) assisting the Chairperson with logistical matters connected with the Supervisory Board (information, agendas, evaluations, etc.);
 - (o) facilitating the provision of information to the Supervisory Board;
 - (p) acting as contact person for members of the Supervisory Board; and
 - (q) maintaining the induction, education and training programme.
- 7.4. The members of the Supervisory Board and the Management Board shall consider and treat the Company Secretary as being independent from the Supervisory Board and the Management Board. If the Company Secretary also undertakes work for the Management Board and notes that the interests of the Management Board and the Supervisory Board diverge, as a result of which it is unclear which interests the Company Secretary should represent, the Company Secretary shall report this to the Chairperson.

8. SUPERVISORY BOARD MEETINGS

- 8.1. The Supervisory Board shall meet on a regular basis and also whenever any two of its members request the Chairperson to convene a meeting in accordance with clause 8.4, but at least four times each year. Meetings of the Supervisory Board must be held in accordance with these Rules and the Articles of Association in Luxembourg.
- 8.2. By way of exception, meetings may be conducted by telephone or via videoconferencing facilities if circumstances give rise thereto, provided that all participants can hear each other simultaneously. Such meetings shall be initiated and organized by a member of the Supervisory Board attending the meeting

physically in Luxembourg. The minutes of such meetings shall state the reasons for the meeting being conducted by telephone or via videoconferencing facilities.

- 8.3. The Chairperson shall chair all meetings of the Supervisory Board. In his/her absence, the vice-Chairperson, if any, shall chair the meeting. In the absence of both the Chairperson and the vice-Chairperson, if any, the other Supervisory Board members shall appoint by a majority vote by those members of the Supervisory Board present or represented at such meeting, another member of the Supervisory Board as chairperson *pro tempore* to chair the meeting.
- 8.4. Without prejudice to clause 8.2, Supervisory Board meetings shall be convened in good time by the Chairperson or the vice-Chairperson, if any, or, if applicable, by the Company Secretary in consultation with the Chairperson or the vice-Chairperson, if any. Any two members of the Supervisory Board may request the Chairperson to, who must on such request, convene a meeting.
- 8.5. Urgent matters may, at the request of a member of the Supervisory Board, be discussed immediately or in a separate meeting, provided a majority of the other members agree.
- 8.6. Unless the Chairman decides otherwise, Supervisory Board meetings shall be attended by all members of the Management Board, save for meetings concerning:
 - (a) the evaluation of the performance by the Management Board and its individual members, and the conclusions to be drawn from that evaluation;
 - (b) the evaluation of the performance by the Supervisory Board, its various committees and its individual members, and the conclusions to be drawn from that evaluation;
 - (c) the desired profile, the composition and competence of the Supervisory Board, on which topics the Management Board will have the opportunity to render its prior advice; and
 - (d) conflicts of interest or potential conflicts of interest of Management Board members.

The Chairperson may invite other persons to attend Supervisory Board meetings in whole or in part.

- 8.7. If a member of the Supervisory Board cannot attend a meeting, without prejudice to article 21.12 of the Articles of Association, such member may grant a proxy to another member of the Supervisory Board. If members of the Supervisory Board are unable to attend and the minutes require explanation, the Chairperson of the meeting shall inform the absent members about the resolutions passed and the discussions held in the meeting in question. The Chairman shall contact members of the Supervisory Board who are frequently absent from Supervisory Board meetings and discuss their absence.
- 8.8. The Company's external auditor shall attend in any event the Supervisory Board meeting at which the report of the external auditor on the audit of the financial statements is discussed. The external auditor shall receive all financial information

related to the annual accounts and other interim financial reports, and shall be given the opportunity to express its response regarding this information to the Management Board or directly to the Supervisory Board. The Supervisory Board gives the external auditor a general idea of the content of the reports relating to their functioning. The Supervisory Board should be permitted to examine the most important points of discussion arising between the external auditor and the Management Board based on the draft management letter or the draft audit report.

- 8.9. Minutes will be kept of each meeting by the Company Secretary, if applicable, or incidentally by a secretary of the meeting, appointed for that purpose. This secretary of the meeting may but need not be a member of the Supervisory Board. The minutes of a Supervisory Board meeting shall be adopted in the next meeting. Adopted minutes shall constitute evidence of proceedings.

9. RESOLUTIONS

- 9.1. Resolutions of the Supervisory Board or any of its committees are, in principle, adopted in a meeting of the Supervisory Board or its respective committee.
- 9.2. The Supervisory Board may validly deliberate only if at least the majority of its members is present or represented and, so long as the AI Prime Principal Shareholder is entitled to a Nomination Right, at least one Supervisory Board member appointed upon the nomination of the AI Prime Principal Shareholder is present and/or represented. Decisions shall be adopted with a simple majority of the votes of the members present or represented.
- 9.3. At Supervisory Board meetings, each member of the Supervisory Board shall be entitled to cast one vote. Blank votes shall be considered as not cast. If the votes are tied, the Chairperson shall have the casting vote. In the absence of the Chairperson, another Supervisory Board meeting shall be convened in accordance with the formalities foreseen in these Rules and the Articles of Association. The second Supervisory Board meeting shall deliberate in accordance with clause 9.2 regardless of the attendance of the Chairperson. In the case of a tied vote at the second Supervisory Board meeting, the Chairperson or, in his absence, the vice-Chairperson, if any, or the chairperson *pro tempore*, as the case may be, shall have a casting vote.
- 9.4. Resolutions may also be passed in writing outside a formal meeting of the Supervisory Board in accordance with article 21.14 of the Articles of Association. Such written resolutions shall state the reasons for the resolutions being passed outside a formal meeting.

10. CONFLICT OF INTEREST

- 10.1. The members of the Supervisory Board shall try to avoid all conflicts of interest between themselves, either personally or representing a legal entity, and the Company.
- 10.2. Without prejudice to the Articles of Association or Luxembourg law, a member of the Supervisory Board shall report any actual or potential conflict of interest in a transaction that is of material significance to the Company and/or to such Supervisory Board member to the rest of the Supervisory Board without delay. The

Supervisory Board member shall provide all relevant information in that regard. The Supervisory Board shall decide, without the member concerned being present, whether there is a conflict of interest.

- 10.3. Without prejudice to the Articles of Association or Luxembourg law, a member of the Supervisory Board shall not participate in the deliberation and the decision-making process of the Supervisory Board if it concerns a subject in which such Supervisory Board member has a direct or indirect financial or other personal interest which conflicts with the interests of the Company and its affiliated business.
- 10.4. Members of the Supervisory Board shall not:
- (a) enter into competition with the Company or the Group;
 - (b) accept or stipulate any commission, concessions or payment in any form whatsoever for themselves;
 - (c) accept any gifts or other benefits of any kind from third parties other than in accordance with the applicable compliance policy of the Group;
 - (d) provide unjustified advantages to third parties to the detriment of the Company;
 - (e) take advantage of business opportunities to which the Company is entitled for themselves or for their spouses, registered partners or other life companions, foster children or relatives by blood or marriage up to the second degree; or
 - (f) accept personal loans, guarantees or the like from the Company other than in the normal course of business and on terms applicable to the personnel as a whole and with the approval of the Supervisory Board.
- 10.5. Without prejudice to the Articles of Association or Luxembourg law, the following transactions shall be agreed on terms that are customary in the market and require the approval of the Supervisory Board:
- (a) transactions in which there are conflicts of interest with one or more members of the Management Board or the Supervisory Board that are of material significance to the Company and/or to the relevant Management Board or Supervisory Board member, which shall in any event include, but not be limited to:
 - (i) transactions between the Company and a legal entity in which a member of the Management Board or the Supervisory Board personally has a financial interest;
 - (ii) transactions between the Company and a legal entity which has a member of the management board, the supervisory board or the one-tier board who is related under family law to a member of the Management Board or the Supervisory Board;
 - (b) transactions with a shareholder holding 10% or more of the Company's share capital that are of material significance to the Company and/or to such shareholder.

11. REMUNERATION

- 11.1. The members of the Supervisory Board shall be responsible for developing the remuneration policy of the Management Board and the Supervisory Board, following a proposal thereto by the Selection, Appointment and Remuneration Committee. The members of the Supervisory Board shall present the remuneration policy to the General Meeting for adoption.
- 11.2. The members of the Supervisory Board shall determine the remuneration of the individual members of the Management Board following a proposal thereto by the Selection, Appointment and Remuneration Committee, within the scope of the remuneration policy and the limits of the aggregate remuneration as approved by the General Meeting. The Selection, Appointment and Remuneration Committee shall take note of individual Management Board members' views with regard to the amount and structure of their own remuneration.
- 11.3. The members of the Supervisory Board shall determine the remuneration of the individual members of the Supervisory Board following a proposal thereto by the Selection, Appointment and Remuneration Committee, within the scope of the remuneration policy and the limits of the aggregate remuneration as approved by the General Meeting. The remuneration of a Supervisory Board member shall not depend on the results of the Company.

12. INDUCTION PROGRAMME AND ON-GOING TRAINING AND EDUCATION

- 12.1. Once appointed, in prior consultation with the Management Board, each member of the Supervisory Board shall follow an induction programme, prepared and sponsored by the Company, that covers:
- (a) governance and regulatory environment of the Company;
 - (b) financial reporting by the Company;
 - (c) specific aspects unique to the Company and its business activities;
 - (d) the culture of the Company; and
 - (e) responsibilities of members of the Supervisory Board.
- 12.2. In the context of the annual evaluation, the Supervisory Board shall identify whether there are any specific areas where members of the Supervisory Board require further training and education.

13. ANNUAL EVALUATION

- 13.1. At least once a year, the Supervisory Board shall, without the Management Board members being present, evaluate the functioning of (i) the Management Board as a whole; and (ii) the individual members of the Management Board; and discuss the conclusions that must be drawn on the basis thereof, such also in light of the succession of the Management Board members.
- 13.2. At least once a year, the Supervisory Board shall, without the Management Board members being present, evaluate the functioning of (i) the Supervisory Board as a whole; (ii) the committees; and (iii) the individual members of the Supervisory Board; and discuss the conclusions that must be drawn on the basis thereof. Among other things, attention shall be paid to (a) substantive aspects, the mutual

interaction and the interaction with the Management Board; (b) events that occurred in practice from which lessons may be learned; and (c) the desired profile, composition, competencies and expertise of the Supervisory Board.

14. INFORMATION, AND RELATIONSHIP WITH THE MANAGEMENT BOARD AND EXECUTIVE COMMITTEE

- 14.1. The Supervisory Board and its individual members have their own responsibility for obtaining all information from the Management Board, the Executive Committee and the external auditors that the Supervisory Board requires for the proper performance of its duties. Where necessary, the Supervisory Board may obtain information from officers and external advisors of the Company. The Management Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers, including but not limited to the members of the Executive Committee, and external advisors attend its meetings.
- 14.2. The Management Board ensures that internal procedures are established and maintained which safeguard that all information relevant to the Company is available to the Management Board and the Supervisory Board in a timely fashion. The Supervisory Board supervises the establishment and implementation of these procedures.
- 14.3. If a member of the Supervisory Board receives information or indications concerning the Supervisory Board and the proper performance of its supervisory and advisory tasks from a source other than the Management Board or Supervisory Board, he or she shall make this information available to the Chairperson as soon as possible. The Chairperson shall decide whether the entire Supervisory Board should be informed.
- 14.4. The Supervisory Board supervises the dynamics and the relationship between the Management Board and the Executive Committee.

15. GENERAL MEETING

- 15.1. The members of the Management Board and the Supervisory Board shall participate in General Meetings unless there are serious grounds preventing them from doing so. Persons nominated for appointment as a member of the Supervisory Board should attend the General Meeting at which votes will be cast on their appointment.
- 15.2. The Management Board and the Supervisory Board shall provide the General Meeting with any information it may require concerning an item on the agenda, unless they are prevented from doing so in view of overriding interests of the Company, or by a law, rules or regulations applicable to the Company, in which case they should specify the reasons why overriding interests are considered to apply.
- 15.3. The Management Board and the Supervisory Board are responsible for the adequate corporate governance of the Company. They shall report to the General Meeting and explain any deviations from the Code. The management report shall give a broad outline of the Company's corporate governance structure, among other things specifying where the best practice provisions of the Code were

followed. If best practice provisions have been deviated from, it shall be specified to what extent and for what reason. Each significant change in the Company's corporate governance structure or compliance with the Code shall be addressed in a separate item on the agenda for consideration by the General Meeting.

16. CONFIDENTIALITY

Every member of the Supervisory Board shall treat all information and documentation obtained in connection with his position with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Management Board and the Supervisory Board, be made public or otherwise be made available to third parties, even if the member resigns from the Supervisory Board, unless the information has been made public by the Company or it has been established that the information is already in the public domain without breach of the provisions of this clause 16 by the relevant incumbent or former member of the Supervisory Board or such disclosure is required by a legal or regulatory provision applicable to Luxembourg public limited liability companies.

17. RULES OF CONDUCT FOR MEMBERS OF THE SUPERVISORY BOARD AND ADDITIONAL POSITIONS

- 17.1. By signing a statement to that effect, members of the Supervisory Board shall declare that they shall act in accordance with the rules regarding securities transactions by members of the Supervisory Board.
- 17.2. Members of the Management Board and the Supervisory Board will annually provide the Supervisory Board and the Company Secretary, if applicable, with an overview of the additional functions they perform, which will be discussed at the Supervisory Board meeting. Retirements from and new appointments to such additional functions will be disclosed to the Chairperson and the Company Secretary, if applicable, as soon as practically possible with details about the function and the size and other relevant characteristics of the company involved. The acceptance of an appointment to the supervisory board of another company by a member of the Management Board requires the prior approval of the Supervisory Board.
- 17.3. If a member of the Supervisory Board takes on an additional position with or interest in another company, he or she shall ensure that he/she is still able to fulfil his/her responsibilities as a member of the Supervisory Board.

18. GOVERNING LAW AND JURISDICTION

- 18.1. These Rules shall be governed by and construed in accordance with the laws of Luxembourg.
- 18.2. The courts of the city of Luxembourg shall have exclusive jurisdiction over any disputes arising from or in connection with these Rules, including any dispute regarding the existence, validity or termination of these Rules.