

## **Rules of Procedure for the Supervisory Board of MTU Aero Engines AG**

The Supervisory Board of MTU Aero Engines AG adopts its own Rules of Procedure as follows:

### **§ 1**

#### **Tasks of the Supervisory Board**

- (1) The Supervisory Board advises the Board of Management on issues concerning the management of the Company and supervises its management of the business. It works closely with the Board of Management for the benefit of the Company in a spirit of trust.
- (2) The Supervisory Board performs its tasks in compliance with the law, the Articles of Association, these Rules of Procedure and its resolutions.
- (3) The plenary sessions of the Supervisory Board discuss matters concerning the Board of Management upon proposal by the Personnel Committee (§ 9).

### **§ 2**

#### **Supervisory Board membership**

- (1) Each member of the Supervisory Board must have the knowledge, skills and professional experience required to properly perform his tasks and be sufficiently independent. Each member of the Supervisory Board shall ensure that he has enough time to fulfill his obligations.
- (2) A member of the Supervisory Board who also serves on the management board of a publicly traded company may not serve on more than three supervisory boards of publicly traded companies not affiliated with the group of the company in which the member of the Supervisory Board serves on the management board or in supervisory bodies of companies with similar requirements.
- (3) Not more than two former members of the Company's Board of Management shall be members of the Supervisory Board. Members of the Supervisory Board shall not hold any executive position or perform consulting tasks for major competitors of the Company or a group company.

- (4) The term of office of a member of the Supervisory Board shall expire at the end of the Annual General Meeting after the member has reached the age of 75.
- (5) The rules above shall be taken into account regarding proposals made to the Annual General Meeting for the election of members of the Supervisory Board.

### **§ 3**

#### **Rights and duties of Supervisory Board members**

- (1) Members of the Supervisory Board have the same rights and duties. They are not bound by orders or instructions.
- (2) Reference is made to the provisions of § 116 and § 93 of the German Stock Corporation Act (AktG) for the duty of care and duty of secrecy as well as the responsibility of members of the Supervisory Board. Each member of the Supervisory Board shall ensure that employees engaged by him shall observe the duty of secrecy in the same manner. If a Supervisory Board member leaves office, the member shall hand over all documents related to his office to the chairman, or if the chairman leaves office, to his successor, or destroy these without undue delay. He or the Company shall retain the documents for a period of five years upon request by the member leaving office. The member who has left office shall be given copies, provided that he has a legitimate interest in receiving such copies in an individual case for special reasons.
- (3) Each member of the Supervisory Board shall safeguard Company interests. He shall neither act in his own interests when taking decisions nor take advantage of business opportunities intended for the Company.
- (4) Each member of the Supervisory Board shall disclose conflicts of interest, in particular those which may arise due to consulting or holding an executive position at customers, suppliers, lenders or other business associates of the Company, to the Supervisory Board, for the attention of the chairman. If the conflict of interests is material and not merely temporary, the Supervisory Board member shall resign from office. When reporting to the Annual General Meeting, the Supervisory Board shall provide information on the conflicts of interests that arose and on how they were handled.
- (5) All transactions between the Company or one of the Company's dependent companies, on the one hand, and members of the Supervisory Board or persons, enterprises or associations related to them as defined in § 111a of the German Stock Corporation Act (AktG) ("Related

Parties”), on the other hand, must meet the standards applicable to transactions conducted at arm's length. Such transactions require the approval of the Supervisory Board if the total value of the transactions exceeds an amount of EUR 5,000 per year. Each member of the Supervisory Board conveys to the Company a list of his / her Related Parties and informs without delay about changes.

- 6) Members of the Supervisory Board have to notify transactions conducted on their own account relating to the shares or debt instruments of the Company or to derivatives or other financial instruments linked thereto pursuant to the applicable statutory rules and within the applicable notification periods.
- 7) Each member of the Supervisory Board is entitled to see the reports to be submitted to the Supervisory Board by the Board of Management, the documents submitted on the annual financial statements and audit reports. Reports provided in text form shall be sent to each member of the Supervisory Board upon demand, unless otherwise decided by the Supervisory Board. The documents submitted on the annual financial statements, the consolidated financial statements and the audit reports shall be provided to all members of the Supervisory Board in due time before passing resolutions in this connection. Members of the Supervisory Board shall return the audit reports to the Company after passing such resolutions.

#### § 4

#### **Chairman and deputy chairman**

- (1) Following the Annual General Meeting at which all of the members to be elected to the Supervisory Board by the Annual General Meeting have been elected or re-elected, a meeting of the Supervisory Board shall take place which shall not require any separate invitation. At this meeting, the Supervisory Board elects a chairman and a deputy chairman according to § 27 (1) and (2) of the German Codetermination Act (MitbestG).
- (2) When conducting the election for the chairman, the shareholder representative who is oldest in years of age shall preside over the meeting.
- (3) In all the cases in which the deputy chairman acts as a deputy for the chairman in case the latter is prevented from attending, the deputy chairman shall have the same rights as the chairman. However, he is not entitled to a second vote.
- (4) Should the chairman leave office before the end of his term of office or should he be prevented from the exercise of his office not only temporarily, a new chairman shall be elected for the remaining term of office of the member who has left or is prevented. The same also applies to

the deputy chairman. Successors shall be elected without undue delay, at the latest at the beginning of the next meeting prior to dealing with other items on the agenda. If an election is not carried out until the beginning of the next meeting, this election is not required to be separately announced.

- (5) The chairman is responsible for the implementation of the resolutions of the Supervisory Board and its committees. The chairman is authorized to make all the declarations of intent required to implement the resolutions of the Supervisory Board and its committees in the name of the Supervisory Board. Furthermore, the chairman conducts the correspondence in matters involving the Supervisory Board; in particular he is responsible for managing the Supervisory Board's work with the Board of Management and its members. If the chairman of the Supervisory Board is informed by the Board of Management, or its chairman, of important events of considerable importance for the assessment of the situation, development and management of the Company, he shall notify the Supervisory Board and, if necessary, convene an extraordinary meeting of the Supervisory Board. In case the chairman is prevented from attending, his deputy shall perform the tasks above. Only the chairman, and in case he is prevented, his deputy, is authorized to accept declarations for the Supervisory Board.

## **§ 5**

### **Convocation, meetings**

- (1) The chairman or, if he is prevented from attending, his deputy shall convene at least two meetings of the Supervisory Board in a calendar half-year. If required, the shareholder representatives and the employee representatives shall prepare the respective meetings of the Supervisory Board separately. The Board of Management shall be available for explanations where necessary. Each member of the Supervisory Board and Board of Management may request that the chairman of the Supervisory Board convenes a meeting of the Supervisory Board without undue delay, stating the purpose and reasons for doing so.
- (2) Meetings of the Supervisory Board shall be convened by the chairman, or if he is prevented from attending by his deputy, with fourteen days' prior notice. This notice can be given verbally, in writing, by fax, by telephone or via modern means of telecommunications (e.g. e-mail etc.). When calculating the notice period, the day on which the invitation is dispatched and the day of the meeting are disregarded. In matters of urgency the chairman may shorten the notice period.
- (3) The invitation shall state the individual items on the agenda as well as the place and time of the meeting. Proposed resolutions on individual items on the agenda shall be notified in a timely manner and as specifically as possible before the meeting so that absent members of

the Supervisory Board can cast written votes. The necessary documents shall be provided in due time before the meeting particularly for transactions subject to approval. Additions to the agenda must be notified by the seventh day before the meeting, unless an urgent case justifies later notification.

- (4) The chairman or, if he is prevented from attending, his deputy can cancel or postpone a convened meeting according to his best judgment.
- (5) The chairman or, if he is prevented from attending, his deputy presides over the meetings. He appoints the minute-keeper, who is not required to be a member of the Supervisory Board, and decides on the consultation of experts and persons providing information for discussion of individual items on the agenda.
- (6) Members of the Board of Management take part in meetings, unless the chairman of the Supervisory Board determines otherwise. Should a member of the Supervisory Board disagree to a member of the Board of Management taking part in a Supervisory Board meeting, the chairman of the Supervisory Board shall put this attendance to vote on the Supervisory Board.

## § 6

### Quorum, resolutions

- (1) The Supervisory Board has a quorum if, after inviting all members in due form, at least half of the members of which it is to consist in total take part in the resolution. A member also takes part in the resolution if he abstains from voting.
- (2) Resolutions are passed by a simple majority of the votes cast, unless other majorities are prescribed as mandatory by law. This also applies to elections. If a taking of votes on the Supervisory Board results in a tie in the votes, and if a second vote held on the same item also results in a tie in the votes, the chairman has two votes. Section 108 (3) of the German Stock Corporation Act shall be applied to casting the second vote. The deputy chairman is not entitled to a second vote. The chairman decides the course of the meeting and method of voting. He decides in case of a tie in the votes whether a vote is taken again at the same meeting.
- (3) Resolutions should only be passed on items on the agenda that are announced in due time in the invitation. If an item has not been announced in due time, it is only possible to pass a resolution on it provided that an objection is not raised by any member present. In such a case, absent members of the Supervisory Board shall be given the opportunity of subsequently objecting to the resolution within a reasonable period to be set by the chairman, which should not be longer than fourteen days. The resolution becomes effective only if absent members of

the Supervisory Board have not raised any objection within the period.

- (4) Resolutions of the Supervisory Board are usually passed at meetings. Absent members of the Supervisory Board can take part in the passing of resolutions by the Supervisory Board and its committees by having their written votes handed over by other members of the Supervisory Board. This also applies to the second vote cast by the chairman of the Supervisory Board.
- (5) The chairman determines the sequence in which the items on the agenda are discussed, and the method and sequence of voting. Upon proposal by the Board of Management or otherwise according to his best judgment, he may postpone the discussion of and voting on individual items on the agenda.
- (6) Resolutions may also be passed outside meetings by casting votes in writing, by telex, telephone or fax, also using modern means of telecommunication (e.g. telephone and video conferences, e-mail etc.) if the chairman of the Supervisory Board or, if he is prevented, his deputy orders this for special reasons or all members of the Supervisory Board take part in the vote. Members do not have the right to object to a method of voting ordered by the chairman.
- (7) A member of the Supervisory Board may not take part in a vote on an item on the agenda if the resolution concerns conducting a legal transaction with him or the initiation or settlement of a legal dispute between him and the Company.

## **§ 7**

### **Minutes**

- (1) Minutes shall be drawn up of the discussions and resolutions of the Supervisory Board, which shall be signed by the chairman. The minutes shall state the place and date of the meeting, the participants and the manner in which they take part, the items on the agenda and the main content of deliberations and the resolutions of the Supervisory Board, stating the results of votes. Any member may request that a motion he puts forward or an objection he raises is noted in the minutes.
- (2) After the minutes are drawn up a copy shall be forwarded to each member of the Supervisory Board and - unless matters concerning the Board of Management are the subject of the minutes - to the Board of Management without undue delay. The original minutes are to be put on file at the Company. The above rules also apply to resolutions passed outside meetings. The minutes of the discussions and resolutions of the Audit Committee are made accessible to all Supervisory Board members.

- (3) The minutes under paragraph 1 are considered approved, unless a member of the Supervisory Board who took part in the resolution files an objection with the chairman in writing within one month of the minutes being sent to the members of the Supervisory Board, stating reasons for his action and making an alternative proposal for the text.

## **§ 8**

### **General rules for committee work**

- (1) In addition to the Mediation Committee (§ 11), which is set up pursuant to § 27 (3) of the German Codetermination Act, the Supervisory Board has set up from its midst a Personnel Committee (§ 9) and an Audit Committee (§ 10). Further committees may be set up if required. Insofar as legally permitted, the committees may be assigned the decision-making powers of the Supervisory Board.
- (2) The chairmen of the committees convene the committees as needed, however at least once each calendar year.
- (3) If the committee chairman is prevented from attending, a committee member appointed by him shall preside over the meeting; this does not apply to the Mediation Committee. The right of the committee chairman to have the casting vote does not apply to the deputy whom he appoints.
- (4) If a committee member elected by the Supervisory Board resigns from the committee or if he is prevented from performing the duties of his office for longer than a temporary period, the Supervisory Board shall elect a successor for the remaining term of office without undue delay, but at the latest at the next meeting.
- (5) The committee chairmen report to the Supervisory Board on the main outcome of committee discussions on a regular basis, but at the latest at the next meeting. In the cases set out in § 9 para. 2 of these Rules of Procedure, the committee chairmen are only required to notify the adoption and the subject matter of a resolution and, in the case set out under § 9 para. 3, only the facts of deliberations.
- (6) A committee has a quorum only if at least half of the members of which it shall consist by law, the Articles of Association or these Rules of Procedure, takes part in the resolution. At all events, at least three members shall take part in the resolution.

- (7) If the taking of votes by the committee should result in a tie in the votes, the chairman of the committee shall have the casting vote. This shall not apply to the Mediation Committee to set up pursuant to § 27 (3) of the German Codetermination Act.
- (8) Members of the Board of Management, experts and persons providing information take part in committee meetings, if requested by the committee chairman, but only in meetings of the Personnel Committee after being expressly requested to in advance by the chairman of the Supervisory Board.
- (9) In other respects, the rules laid down on resolutions of the Supervisory Board in § 11 of the Articles of Association and in § 5 para. 1 to 5, § 6 and § 7 of these Rules of Procedure apply for the procedure of the committees, unless otherwise provided above or below for committee work.

## **§ 9**

### **Personnel Committee**

- (1) The Personnel Committee consists of four members, two of whom are shareholder representatives and two employee representatives. The chairman of the Personnel Committee is the chairman of the Supervisory Board.
- (2) The Personnel Committee prepares the personnel decisions of the Supervisory Board, in particular the appointment and dismissal of members of the Board of Management and the appointment of the chairman of the Board of Management. It shall be taken into account in this connection that members of the Board of Management may not be older than 65 years of age. The Personnel Committee passes resolutions in lieu of the Supervisory Board on:
  - a) notwithstanding the rights assigned to the Supervisory Board pursuant to § 87 (1) and (2) sentences 1 and 2 of the German Stock Corporation Act, the conclusion, amendment and termination of employment and pension contracts of members of the Board of Management,
  - b) the representation of the Company vis-à-vis members of the Board of Management in accordance with § 112 of the German Stock Corporation Act,
  - (c) the approval of transactions for a total current value of more than EUR 5,000 between the Company or one of its associated companies on the one hand and a member of the Board of Management or persons or enterprises related to a member of the Board of Management on the other hand,

- d) the approval of other activities of a member of the Board of Management under § 88 of the German Stock Corporation Act and approval of other secondary occupations, in particular of serving on supervisory boards of other companies and on similar bodies of industrial companies outside the group and
  - e) granting loans to the group of persons named in § 89 and § 115 of the German Stock Corporation Act.
- (3) Members of the Board of Management or the Supervisory Board shall disclose conflicts of interest to the chairman of the Supervisory Board. The chairman shall notify the members of the Personnel Committee. In case the chairman of the Supervisory Board has conflicts of interests, he shall disclose these to the Personnel Committee.
  - (4) The Personnel Committee reviews the efficiency of the activities of the Supervisory Board on a regular basis, but at least once halfway through the regular term of office.
  - (5) Minutes shall be drawn up of each meeting of the Personnel Committee. The minutes shall be signed by the committee chairman and a copy forwarded to all committee members. The provision under § 7 (3) of these Rules of Procedure applies to the approval of these minutes analogously. The minutes are retained by the committee chairman and can be inspected in his office by committee members.

## **§ 10**

### **Audit Committee**

- (1) The Audit Committee consists of four members, two of whom are shareholder representatives and two employee representatives. The chairman of the Audit Committee shall be a member of the Supervisory Board elected by shareholders but not the chairman of the Supervisory Board. This person may not be a former member of the Board of Management.
- (2) The Audit Committee prepares the decisions of the Supervisory Board on the approval of the annual and consolidated financial statements. For this purpose, it has the task of conducting a preliminary examination of the annual and consolidated financial statements, the management reports, the non-financial statement and the profit distribution proposal. A management letter, if one exists, shall be forwarded to the Audit Committee in this connection. The auditor shall attend these meetings of the Audit Committee. In addition, the members of the Board of Management shall attend these meetings if so determined by the chairman of the Audit Committee.

- (3) The Audit Committee concludes the agreement with the auditor (in particular the audit assignment, main focus of the audit and the auditor's fees) on behalf of the Supervisory Board. This includes the approval and the direct procurement of additional services provided by the auditor (especially non-audit services), respectively. It takes suitable measures to monitor the independence of the auditor and the quality of the audit. The Chairman of the Audit Committee acts as representative versus the auditor.
- (4) The Audit Committee submits a recommendation to the Supervisory Board for the election of the auditor, taking into account the rules for external rotation. It prepares the selection of auditor's mandates for the Supervisory Board.
- (5) Furthermore, the Audit Committee assumes for the Supervisory Board the supervision of, the process of preparing the financial statements, the effectiveness of the internal control system, the risk management and the compliance management systems and the internal audit system, as well as of the audit of the financial statements. In order to do so, it may exercise the Supervisory Board's particular rights of inspection and examination under § 111 (2) of the German Stock Corporation Act.
- (6) Upon request by the chairman of the Audit Committee, the persons internally responsible at the Company for the Corporate Audit and Compliance unit shall also report directly to the Audit Committee.
- (7) The Audit Committee regularly assesses how effectively it performs its tasks.

## **§ 11**

### **Mediation Committee pursuant to § 27 (3) of the German Codetermination Act**

Immediately following the election of the chairman of the Supervisory Board and his deputy, the Supervisory Board shall set up a committee pursuant to § 27 (3) of the German Codetermination Act to attend to the duties set out in § 31 (3) sent. 1. of the German Codetermination Act. This committee shall consist of the chairman, his deputy and two additional members, one of whom shall be elected by the members of the Supervisory Board representing the employees and one by the members of the Supervisory Board representing the shareholders, in each case with a majority of the votes cast. The chairman of the Supervisory Board shall be the chairman of this committee.

**§ 12**  
**Entry into effect**

These Rules of Procedure enter into effect upon March 8, 2022 and replace the previous version. The provisions set out in these Rules of Procedure apply only insofar as they are not inconsistent with the Articles of Association, as amended, the German Stock Corporation Act or the German Corporate Governance Code.