

Rules of Procedure

for the

Supervisory Board of TSCNET Services GmbH, Munich

Pursuant to Article 7 (6) of the Articles of Association, the Shareholders Meeting adopted the following Rules of Procedure ("RoP") for the Supervisory Board at its meeting of 2 November, 2015:

Article 1 – Tasks of the Supervisory Board

- (1) The Supervisory Board carries out the tasks assigned to the Supervisory Board by law, the Articles of Association and the Rules of Procedure for the management of the TSCNET Services GmbH ("Company"). Accordingly, the Supervisory Board regularly supervises the management board in its management of the Company in accordance with applicable law, the Articles of Association, the RoP for the management of the Company and these RoP. In particular, the Supervisory Board shall be consulted by the management in case of decisions of fundamental significance to the Company, such as specified in the RoP for the management of the Company.
- (2) The Supervisory Board shall regularly review the efficiency of its activities.
- (3) The Supervisory Board may in particular at any time inspect or authorize individual members or experts to inspect the books and records and the assets of the Company and request from the managing directors a report on the affairs of the Company.
- (4) Each member of the Supervisory Board will be appointed for a fixed term with a maximum of four years; prolongation of the term is possible up to two times. The members of the Supervisory Board members will be nominated and appointed by the shareholders of the Company and must be working for one of the Company's shareholders. In case a member of the Supervisory Board leaves a shareholder of the Company, its membership of the Supervisory Board shall finish automatically with immediate effect.
- (5) Each member of the Supervisory Board shall make sure that sufficient time is available to him to exercise his duties and that during his office he complies with the personal requirements according to the German Stock Corporation Act.

Article 2 – Rights and obligations of the Supervisory Board members

- (1) Each member of the Supervisory Board has the same rights and obligations.

- (2) Supervisory Board members are not bound by mandate or instructions.

Article 3 – Conflicts of interest of members of the Supervisory Board

- (1) When carrying out its rights and duties as member of the Supervisory Board each member is obligated to pursue the interests of the Company. When taking decisions in their capacity as Supervisory Board members, members are not permitted to pursue personal interests or particular interests of the shareholder that nominated them or of the company or other members of the group of companies by which they are employed or to use business opportunities to which the Company is entitled for themselves or for third parties.
- (2) Each member of the Supervisory Board shall inform the Supervisory Board of any conflict of interest, particularly including conflicts that may result from an advisory task or a board function with clients, suppliers, lenders, the shareholder that nominated them or the company or other members of the group of companies by which they are employed or third parties without undue delay.
- (3) The Supervisory Board shall provide information on conflicts of interest that have arisen, and how they were handled, in its report to the Shareholders Meeting.
- (4) Material conflicts of interest in the person of a Supervisory Board member that are not merely temporary shall lead to termination of the office e.g. through resignation.
- (5) Consultancy or other service agreements between a Supervisory Board member and the Company require the prior consent of the Supervisory Board.

Article 4 – Election of the Chairman, Vice-Chairman and Secretary

- (1) The Supervisory Board elects from among its members a Chairman and a Vice-Chairman each time a vacancy for these positions occurs. With the election, the Supervisory Board determines the term of office for the Chairman and the Vice-Chairman which shall be at least one year but not longer than the term of office of the respective person as Supervisory Board member.
- (2) Revocation of the office as Chairman and/or Vice-Chairman is possible by Supervisory Board resolution in which the concerned Chairman and/or Vice-Chairman may not participate.
- (3) The Supervisory Board appoints and revokes a person that is not a Supervisory Board member as Secretary by Supervisory Board resolution. The Secretary keeps the minutes of the meeting.

Article 5 – Chairman of the Supervisory Board

- (1) The Chairman shall coordinate the work within the Supervisory Board, convene the Supervisory Board meetings, lead the meetings of the Supervisory Board and determine the order of the agenda.
- (2) In case of unavailability of the Chairman of the Supervisory Board the rights and obligations of the Chairman of the Supervisory Board shall be carried out by the Vice-Chairman of the Supervisory Board.
- (3) If these persons are both incapable of doing so or if both the position of the Chairman and of the Vice-Chairman are vacant, the oldest member of the Supervisory Board in terms of years of life shall assume chairmanship of the meeting.

Article 6 – Meetings of the Supervisory Board

- (1) Meetings shall be called (i) as often as required by the business, at least twice per calendar year, (ii) following the Chairman granting his approval pursuant to Article 7 (1) or (iii) if any member or a managing director requests it in writing stating the purpose and the reasons. They shall in general be held in person.
- (2) In general, meetings are convened by the Chairman, unless the Chairman does not follow the request for convocation by another member of the Supervisory Board or by a managing director. In such event those persons are entitled to convene a Supervisory Board meeting instead of the Chairman.
- (3) Meetings shall generally be convened in writing (e-mail being sufficient) to the last known address of the Supervisory Board members, with a notice period of at least two weeks. Calculating the notice period, the day on which the convocation notice is sent out and the day of the meeting itself are not included. In urgent cases, the Chairman may shorten the notice period or convene a meeting to be held by telephone or video conference.
- (4) The convocation notice shall determine at least the time, the venue and the form of the meeting.
- (5) The items on the agenda and the proposed resolutions shall be provided together with the convocation notice to the meeting.
- (6) The meetings of the Supervisory Board shall take place at the registered office of the Company or at another meeting location specified in the invitation.
- (7) The language of the meetings of the Supervisory Board as well as of the meeting documents, proposed resolutions, adopted resolutions, convocation notices and minutes of the Supervisory Board meetings shall be English.

Article 7 – Resolutions of the Supervisory Board

- (1) Resolutions of the Supervisory Board are generally adopted at meetings; outside a meeting, to the extent compulsory law does not prescribe another form, they can be passed in writing, including telefax or verbally, e.g. by phone or by videoconference or by combination of the aforementioned if all Supervisory Board members have agreed to this form of voting and at least four fifth of the Supervisory Board members participate in the voting. If to best judgement an immediate measure is required to avoid considerable disadvantages for the Company and such a measure requires the approval of the Supervisory Board but the prior passing of a resolution is time-wise impossible, the Chairman is to be asked for preliminary prior approval. In such event the Chairman has to inform the other Supervisory Board members about the matter without undue delay. In the next meeting of the Supervisory Board which shall be convened within reasonable time but not later than three (3) weeks after the approval was granted by the Chairman. In this meeting the Supervisory Board has to be informed about the reasons for the accelerated decision and the actions taken and has to decide whether or not approval will be granted retroactively.
- (2) In general, resolutions can be adopted on proposals that have been duly announced in the agenda for the Supervisory Board meeting. Resolutions on items that have not been duly announced in the agenda can only be adopted if all present Supervisory Board members explicitly agree hereto. If not all Supervisory Board members are present, the absent Supervisory Board members shall be given a reasonable amount of time (at least five (5) calendar days) determined by the Chairman in which to vote in writing (including the right to object against the passing of the unannounced resolution). Any resolution adopted on such an unannounced resolution shall not be valid until the allotted time for adopting the resolution passes without an absent Supervisory Board member's written (including email, fax) objection.
- (3) As far as the statutory law or the Articles of Association do not require a larger majority, Supervisory Board resolutions are passed with a majority of four fifth of the cast votes. Each Supervisory Board member has one vote. When determining voting results, abstentions shall not be counted, regardless of whether they are express or implicit. Members of the Supervisory Board are considered to participate in the adoption of a resolution even when they abstain from voting. Supervisory Board members may grant other Supervisory Board members written power of attorney to vote for them.
- (4) Minutes of the meetings of the Supervisory Board shall be prepared and signed by the chairman of the meeting and the secretary of the meeting. The minutes shall include the place and date of the meeting, the participants, the items on the agenda, the key points of the discussions and the resolutions by the Supervisory Board. Resolutions adopted outside of meetings shall be recorded in writing by the Chairman. Minutes of the meetings and minutes of resolutions adopted outside of meetings shall be forwarded to all Supervisory Board members as soon as possible. Minutes of the meetings shall be presented to the Supervisory Board for approval in

the next meeting. The approval shall not affect the validity of the resolutions adopted. The approved resolutions shall be forwarded to the members of the shareholders meeting.

Article 8 – Confidentiality Obligation

- (1) The Supervisory Board members shall not disclose in particular confidential information, business secrets, reports, consultations of the company or the shareholders of the company, which have become known to the members as a result of their service on the Supervisory Board ("Confidential Information").
- (2) If necessary for the work of the Supervisory Board, a board member may disclose Confidential Information only to persons who are either sworn to confidentiality under statutory or professional regulations or who have previously signed a confidentiality agreement which stipulates confidentiality obligations at least to the same extent as under this clause. The Supervisory Board members shall ensure that the aforementioned persons observe the confidentiality obligation.
- (3) This confidentiality obligation shall remain in effect even after completion of the term of office.