

**Deutsche Post DHL  
Group**

**Rules of Procedure  
for the  
Supervisory Board  
of Deutsche Post AG**

**Dated: December 11, 2020**

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Pursuant to Article 12 of the Articles of Association of Deutsche Post AG (hereinafter referred to as "the Company"), the Supervisory Board adopted the following rules of procedure by virtue of a resolution dated July 17, 1995, last amended on December 11, 2020.

**§ 1  
General**

- (1) The Supervisory Board shall perform its tasks in accordance with applicable law, the Articles of Association and these rules of procedure. The members of the Supervisory Board shall have equal rights and duties and shall not be bound by any orders or instructions.
- (2) The Supervisory Board shall assess, at regular intervals, the efficiency of its activities and the activities of the committees.
- (3) For nominations for the election of members of the Supervisory Board, attention shall be paid to the fact that the term of office shall end no later than the close of the Annual General Meeting after the Supervisory Board member reaches the age of 72.

**§ 2  
Election of the chairman and deputy chairman**

- (1) The Supervisory Board shall elect among its members the chairman and a deputy chairman pursuant to § 27 (1 and 2) of the *Mitbestimmungsgesetz* (*MitbestG* - German Co-determination Act). This election shall be chaired by the oldest (in terms of age) member of the Supervisory Board.
- (2) The election shall take effect for the respective term of office of the elected member of the Supervisory Board. In case the chairman or the deputy chairman retires from the Supervisory Board prior to the end of his tenure, the Supervisory Board shall, without undue delay, elect a substitute chairman/deputy chairman for the remaining term of the retired member.

**§ 3  
Convening notices and agenda**

- (1) Meetings of the Supervisory Board shall be held in compliance with § 110 of the *Aktiengesetz* (*AktG* - German Stock Corporation Act) and at the registered office of the Company or any other location to be notified in the convening notice. The members of the Supervisory Board shall be contacted at the address last communicated to the Company.
- (2) Meetings of the Supervisory Board shall be convened in writing (*Textform*) by the chairman, if the chairman is unable to do so, by the deputy chairman, with a two-week period of notice. Such period of notice shall be deemed to exclude the day the notice is posted as well as the day of the meeting. In urgent cases,

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the person convening the meeting shall be entitled to shorten such period and also convene the meeting orally or by telephone.

- (3) Convening notices shall state the place and time of the meeting as well as the individual items on the agenda, including the proposed resolutions and all material documents relevant to the decision-making process. Any supplements to the agenda including any supplementary proposals as well as all material documents relevant to the decision-making process in this regard shall generally be forwarded 7 days before the meeting unless another course of action is exceptionally required for reasons of urgency or confidentiality.
- (4) Resolutions on items of the agenda which were not notified in time can only be adopted if no member of the Supervisory Board objects to the procedure. In this case, any absent members must be given the opportunity, within a reasonable period of time as determined by the chairman, to object to the resolution or to subsequently cast their vote. The resolution shall only become effective if no absent member has objected thereto within the time stipulated.

**§ 4**

**Meeting and resolutions**

- (1) The Supervisory Board shall meet at least twice per each half of a calendar year.
- (2) Meetings shall be chaired by the chairman of the Supervisory Board or, in case the chairman is unable to do so, by the deputy chairman.
- (3) Unless otherwise determined by the Supervisory Board in individual cases, the members of the Managing Board shall participate in the meetings of the Supervisory Board. The Supervisory Board shall also meet on a regular basis without the Managing Board.
- (4) Resolutions of the Supervisory Board shall require a majority of votes cast unless another majority is expressly required by law. The same shall apply to elections. The chairman shall determine the order in which the items on the agenda are heard as well as the manner and the order of voting. The chairman may authorise members of the Supervisory Board to participate in meetings and adoptions of resolutions by telephone or video conference or cast their vote retroactively within a reasonable time period as determined by the chairman.
- (5) In case of parity, another vote is taken on the same subject-matter. If such vote ends in a tie as well, the chairman shall have two votes.
- (6) An absent member of the Supervisory Board may have his written vote submitted by another member of the Supervisory Board. This shall also apply to the second vote of the chairman of the Supervisory Board. A written vote may only relate to a proposal laid down in writing (*Textform*) and must clearly specify such proposal. The written vote of a member of the Supervisory Board leaving early must reach the chairman before the relevant item is voted on.

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- (7) Apart from resolutions within a meeting, the members of the Supervisory Board may adopt resolutions by submitting their vote in writing (*Textform*), by telephone or by using other forms of telecommunication provided that this has been authorised by the chairman of the Supervisory Board in each individual case. Such resolutions shall be declared in writing by the chairman and forwarded to all members of the Supervisory Board.
- (8) The chairman of the Supervisory Board shall decide whether experts and informants are called in to join consultations on individual items of the agenda. The independent auditor of the Company must be convened to the meeting of the Supervisory Board to discuss the annual financial statements and consolidated financial statements.

**§ 5****Information and reporting duties /  
Transactions of the Managing Board requiring consent**

- (1) The Managing Board informs the Supervisory Board regularly, without delay and comprehensively of all matters relevant for the enterprise regarding planning, business development, risk situation, risk management, compliance as well as strategic measures. The Managing Board points out deviations of actual business developments from previously drawn plans and targets, explaining the reasons therefore. Reports of the Managing Board to the Supervisory Board are, as a rule, to be submitted in writing (*Textform*). Documents relevant for decisions, in particular, the annual accounts, the consolidated annual accounts and the auditor's report, shall be sent to the members of the Supervisory Board, to the extent possible, in due time before the meeting. The chairman of the Managing Board informs the chairman of the Supervisory Board without undue delay of major events that are of material importance for the assessment of the enterprise's status and development, and for the management of the enterprise. The chairman of the Supervisory Board subsequently has to inform the Supervisory Board and, if required, convenes an extraordinary meeting of the Supervisory Board.
- (2) Once per year, the Managing Board submits a business plan for the Group for approval, which contains the most important key data and targets, in particular the financial and personnel budgets for the next financial year.
- (3) The following transactions and corporate actions effected by the Managing Board require the consent of the Supervisory Board:
  1. Taking up new business activities, which are significant for the Group, or giving up such business activities.
  2. Establishing, liquidating, acquiring and selling subsidiaries and direct participations (including changes in shareholdings) and materially changing the corporate objects thereof, as well as participating in an authorised capital increase against contribution if the value of the individual corporate action exceeds 50m Euro.

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The Strategy Committee will be informed if the value of the individual corporate action is between 25 and 50m Euro.

3. Purchasing and selling real property and real property rights as well as disposing thereof in any other manner if the value of the individual transaction exceeds 50m Euro (cf. § 13 (2) lit. a).
  4. Capital investment projects not included in the annual business plan in the event that the value of the individual project exceeds 25m Euro.
  5. Concluding, materially changing and terminating agreements as defined in § 291 et seq. AktG.
  6. A board member taking on sideline activities, especially, where joining the Supervisory Board, board of directors or advisory board of a profit-oriented enterprise in which the Company does not have any equity interest. In case the Company has at least a 25%-stake in an enterprise which is subject to co-determination as defined in the German Co-determination Act (MitbestG), § 32 MitbestG applies, requiring the consent of the majority of the shareholder representative members of the Supervisory Board (cf. § 10 (3) lit. e).
  7. Granting loans within the meaning of §§ 89 and 115 AktG (cf. § 10 (3) lit. c).
  8. Concluding agreements with Supervisory Board members as defined in § 114 AktG.
  9. Where members of the Managing Board, or persons they are close to, or companies they have a personal association with, enter into material transactions with the Company or its affiliates (cf. § 10 (3) lit. g).
  10. Transactions of the Company with related parties within the meaning of §§ 111a, 111b (1), (3) AktG (cf. § 13 (2) lit. b).
  11. The rules of procedure for the Managing Board including the schedule of responsibilities.
  12. Engagement of the auditor or a member of the network, the auditor belongs to, to provide tax services or non-audit services within the meaning of Article 5 of the Regulation (EU) No 537/2014.
- (4) Approval in accordance with para. 3, item 1 and 2 and information to the Strategy Committee in accordance with para. 3 item 2, sentence 2 shall also be required if the transaction and/or corporate action in question is being taken in a majority-owned company, approval in accordance with para. 3, item 12, if the engagement is effected by a controlled company.

*Convenience Translation***§ 6****Confidentiality obligations**

- (1) Each member of the Supervisory Board shall be under the obligation to observe strict secrecy in respect of all confidential information and secrets of the Company, i.e. trade and business secrets, of which they learned as a result of their tenure on the Supervisory Board; this confidentiality requirement shall survive termination of the Supervisory Board membership. In particular, members of the Supervisory Board are obligated to maintain secrecy about any confidential reports they received and confidential consultations as well as to comply with the regulations of insider trading law.
- (2) Confidential information within the meaning of the above para. 1 shall constitute all information expressly designated as confidential by the disclosing party, and where adverse effects on the interests of the Company cannot be excluded from a reasonable economic point of view if such confidential information is disclosed. Secrets within the meaning of the above para. 1 shall constitute all facts directly or indirectly related to the trade and business processes which are only known to a limited number of persons and of which, from a reasonable economic point of view, it can be expected that they are intended to be kept secret by the Holding Company, and in respect of which it cannot be denied that, in the best interests of the Company, they need to be kept secret.
- (3) Written reports of the Managing Board to the Supervisory Board as well as any auditors' reports, reports on relations with affiliated companies and any special reports will be submitted to the Supervisory Board members in due time unless otherwise resolved by the Supervisory Board in individual cases. Auditors' reports will be returned subsequent to the adoption of resolutions on the annual financial statements and the consolidated financial statements.
- (4) Upon resignation from office, the members of the Supervisory Board are obligated to immediately hand over all documents such as papers, correspondence, records and the like that relate to confidential matters of the Company and which are in their possession to the Company for the attention of the chairman of the Supervisory Board. This obligation also extends to duplicates and photocopies. The members of the Supervisory Board have no right of retention of such documents.

**§ 7****Conflicts of interest**

- (1) Each member of the Supervisory Board is bound by the Company's best interests. No member of the Supervisory Board may pursue personal interests in his/her decisions or use business opportunities intended for the Company for himself/herself.
- (2) Each member of the Supervisory Board shall inform the chairman of the Supervisory Board of any conflicts of interest without undue delay. In case of a material conflict of interest that is not merely temporary the respective member

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of the Supervisory Board will resign from her/his office in accordance with the statutory provisions.

**§ 8**

**Declarations of intent of the Supervisory Board**

- (1) Declarations of the Supervisory Board and its committees shall be made on behalf of the Supervisory Board by the chairman or, in the event that the chairman is unable to do so, by the deputy chairman of the Supervisory Board.
- (2) The chairman or, in the event that the chairman is unable to do so, the deputy chairman of the Supervisory Board shall act as permanent representative of the Supervisory Board vis-à-vis any third parties, in particular towards the courts of law and authorities as well as the Managing Board.

**§ 9**

**Committees**

- (1) The Supervisory Board shall establish the following committees:
  1. an Executive Committee,
  2. a Personnel Committee,
  3. a Mediation Committee,
  4. a Finance and Audit Committee,
  5. a Nomination Committee,
  6. a Strategy Committee.

The Supervisory Board may establish further committees.

- (2) The committees shall perform the tasks assigned to them in accordance with these rules of procedure and special resolutions adopted by the Supervisory Board in the name of and acting for the Supervisory Board.
- (3) The Supervisory Board shall appoint a committee member to act as chairman and another committee member to act as his deputy.
- (4) At the request of the relevant committee, Supervisory Board members who are not members of such committee as well as Managing Board members may be asked to participate in the committee meeting in an advisory function.
- (5) The Supervisory Board must be informed of the work and the results of the consultations of the committees.

**§ 10**

**Executive Committee**

- (1) The Executive Committee consists of six members.

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- (2) Members of the Executive Committee shall include the chairman of the Supervisory Board and his deputy and two Supervisory Board members elected by the shareholders and the employees, respectively. Meetings of the Executive Committee shall be chaired by the chairman of the Supervisory Board who has a second vote regarding tasks assigned to the committee.
- (3) The Executive Committee has the following tasks:
- a) Selecting members of the Managing Board and preparing their appointment and dismissal.
  - b) Adopting resolutions relating to the conclusion, amendment and termination of agreements with Managing Board members with the exception of the decisions with respect to remuneration to be made by the full Supervisory Board.
  - c) Adopting resolutions on the granting of loans within the meaning of §§ 89 and 115 AktG.
  - d) Adopting resolutions regarding the execution of other transactions vis-à-vis the Managing Board within the meaning of § 112 AktG.
  - e) Adopting resolutions in respect of a Managing Board member's taking on sideline activities, especially where joining the Supervisory Board, the board of directors or advisory board of a profit-oriented enterprise in which the Company does not have any equity interest.
- In case the Company has at least a 25%-stake in an enterprise which is subject to co-determination as defined in the MitbestG, § 32 MitbestG applies, requiring the consent of the majority of the shareholder representative members of the Supervisory Board.
- f) Adopting resolutions and/or preparing the adoption of resolutions on issues delegated to the Executive Committee by the Supervisory Board.
  - g) Adopting resolutions on material transactions with the Company or its affiliates entered into by members of the Managing Board, or any persons they are close to, or companies they have a personal association with.
  - h) Adopting resolutions regarding the legal representation of the Company in a legal dispute over an action for rescission or an action for the declaration of nullity (§ 246 (2) sentence 2, § 249 (1) sentence 1 AktG).

**§ 11  
Personnel Committee**

- (1) The Personnel Committee consists of four members.



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- (2) Members of the Personnel Committee shall include the chairman of the Supervisory Board and his deputy and one Supervisory Board member elected by the shareholders and the employees, respectively. Meetings of the Personnel Committee shall be chaired by a member of the Supervisory Board elected by the employees.
- (3) As far as it is of material importance for the Group or a division, the Managing Board reports regularly to the committee on:
  1. personnel policies, such as the structure of employment contract conditions applicable to executive personnel and employees with salaries outside the union agreed scale rate, reshaping and material modification of corporate policies regarding human resources management and of principles to ensure equal opportunities.
  2. principles and structures of personnel development and personnel planning, such as ensuring a sufficient number of young executives, introduction of new and/or amendment of existing management principles, training and advanced training concepts and principles and instruments of personnel management, motivation and promotion.

**§ 12  
Mediation Committee**

The chairman of the Supervisory Board shall also be the chairman of the Mediation Committee in accordance with § 27 (3) MitbestG.

**§ 13  
Finance and Audit Committee**

- (1) The Finance and Audit Committee consists of six members, comprising the same number of Supervisory Board members elected by the shareholders and the employees, respectively.
- (2) The Finance and Audit Committee has the following tasks:
  - a) Approval of the Supervisory Board to purchase and to sell real property and real property rights as well as disposing thereof in any other manner if the value of the individual transaction exceeds 50m Euro.
  - b) Approval of the Supervisory Board to transactions of the Company with related parties within the meaning of §§ 111a, 111b (1), (3) AktG.
  - c) Review of the accounting, monitoring the accounting process, the effectiveness of the internal controlling system, the risk management system and the internal auditing system as well as the audit of the financial statements, here especially the selection and the independence of and any additional services provided by the auditor in the latter case.

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- d) Recommendation for the Supervisory Board's proposal for the selection of the auditor, issuing of the audit mandate to the auditor, determination of main auditing subjects, determination of the auditor's fees.
- e) Approval to engage the auditor or a member of the network, the auditor belongs to, to provide tax services or non-audit services within the meaning of Article 5 of the Regulation (EU) No 537/2014.
- f) Discussion of compliance issues.
- g) Other tasks assigned to it by the Supervisory Board.

**§ 14****Nomination Committee**

- (1) The Nomination Committee consists of three members and is composed exclusively of shareholders' representatives.
- (2) The members of the Nomination Committee are the shareholders' representatives of the Executive Committee. Meetings of the Nomination Committee shall be chaired by the Chairman of the Supervisory Board who has a second vote regarding tasks assigned to the committee.
- (3) The Nomination Committee has the task to propose to the Supervisory Board (i) targets for its composition and to review them on a regular basis, (ii) a profile of skills and expertise and to review it regularly, and (iii) suitable candidates as shareholders' representatives for the election proposals of the Supervisory Board to the Annual General Meeting. In doing so it also gives attention to diversity.

**§ 15****Strategy Committee**

- (1) The Strategy Committee consists of six members.
- (2) Members of the Strategy Committee shall include the chairman of the Supervisory Board and his deputy and two Supervisory Board members elected by the shareholders and the employees, respectively. Meetings of the Strategy Committee shall be chaired by the chairman of the Supervisory Board who has a second vote regarding tasks assigned to the committee.
- (3) The Strategy Committee has the following tasks:
  - a) Preparation of the consultations of the Supervisory Board on the strategy of the enterprise.

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- b) Recommendation for the approval of the Supervisory Board to take up new business activities, which are significant for the Group, or give up such business activities.
- c) Discussion of the competitive situation of the enterprise.
- d) Other tasks assigned to it by the Supervisory Board.

**§ 16**

**Procedures and quorum in the Committees**

- (1) Each member of the committee shall have the right to request the chairman to convene a committee meeting, stating the reasons therefore.
- (2) The regulations applicable to the Supervisory Board shall apply *mutatis mutandis* to committee procedures and quorum, unless expressly specified otherwise in mandatory legal provisions, the Articles of Association of the Company or these rules of procedure. § 4 (1) shall not apply to committees.

**§ 17**

**Minutes**

- (1) Minutes of the meetings of the Supervisory Board shall be prepared and have to be signed by the chairman of the relevant meeting. Such minutes must contain a list of the participants, the wording of the proposals, the material issues of the meeting as well as the voting results. Each Supervisory Board member may request that his vote as well as a formal declaration is duly recorded in the minutes.
- (2) Resolutions which are not adopted in the course of a meeting shall be duly recorded by the chairman of the Supervisory Board.
- (3) The minutes of meetings of the Supervisory Board and/or the minutes of resolutions of the committees are to be forwarded to all members of the relevant body no later than three weeks after the meeting.
- (4) The minutes of meetings of the Supervisory Board will be approved during the next Supervisory Board meeting.

**§ 18**

**Secretariat**

The affairs of the Supervisory Board shall be managed by a secretariat, the staff and equipment of which shall be provided by the Managing Board in mutual agreement with the chairman of the Supervisory Board.