Rules of Procedure for the Supervisory Board of Deutsche EuroShop SE

The Supervisory Board amended its Rules of Procedure by resolution of 18 June 2026 effective as of the date of entry of the conversion of Deutsche EuroShop AG into Deutsche EuroShop SE in the commercial register. The Rules of Procedure are thus amended as of such date as follows:

§ 1 General

(1) The Supervisory Board shall perform its duties in accordance with the provisions of the law, the Articles of Association and these Rules of Procedure. Its members have the same rights and duties and are not bound by instructions. The Chair will comment on Deutsche EuroShop SE's corporate governance on an annual basis in the Report of the Supervisory Board.

(2) When proposing candidates for election at the Annual General Meeting, the Supervisory Board will ensure that the candidates have the knowledge, skills and professional experience required to perform their duties which also take into account the international activities of Deutsche EuroShop SE, as well as having the necessary time availability and sufficient independence. The members of the Supervisory Board must be familiar with the sectors in which Deutsche EuroShop SE operates in their entirety. Furthermore, members of the Supervisory Board do not exercise any executive or advisory functions at major competitors. The Supervisory Board shall not include more than two persons who were previously members of the Executive Board. If a member of the Supervisory Board attends fewer than half of the meetings of the Supervisory Board in a financial year, this shall be noted accordingly in the Report of the Supervisory Board.

(3) The Supervisory Board regularly reviews the efficiency of its activities.

(4) Members of the Supervisory Board must disclose to the Supervisory Board any conflicts of interest which may arise as a result of a consultancy or board function with suppliers, lenders or other business partners. If unavoidable conflicts of interest arise in the exercise of a mandate, in the name of safeguarding the interests of the Company the mandate holder shall either refrain from participating in the deliberations and voting on matters that give rise to his/her conflict of interest or shall resign from his/her mandate. In its report to the Annual General Meeting, the Supervisory Board provides information on any conflicts of interest that arise as well as how they are dealt with.

§ 2 Election of the Chair and Deputy Chair

(1) The members of the Supervisory Board shall convene for a constituent Supervisory Board meeting immediately after the Annual General Meeting at which they were elected without the need for an invitation or a special agenda.

(2) At this meeting, the Supervisory Board shall elect a Chair and a Deputy Chair from among its members. The election shall be chaired by the oldest member of the Supervisory Board in terms of age.

(3) The election shall in each case be for the term of office of the elected member of the Supervisory Board. If the Chair or Deputy Chair should retire from the Supervisory Board during their term of office, a new election must be held for the retiring member at the first opportunity.

§ 3 Meetings and passing of resolutions

(1) The meetings of the Supervisory Board shall be held in accordance with Section 110 (3) of the German Stock Corporation Act (AktG) at the registered office of the Company, at another venue to be announced in the invitation or by way of telephone and/or video conferences. The invitation may be issued in writing, electronically, by telephone or by fax. The invitation shall be issued with fourteen calendar days' notice by the Chair, or by his/her deputy if he/she is unable to do so. In urgent cases, this notice period may be shortened.

(2) Resolutions may also be adopted without convening a meeting by means of a written, electronic, telephone or fax voting if this is ordered by the Chair of the Supervisory Board or by his/her deputy if he/she is prevented from doing so, as well as if two-thirds of the Supervisory Board have participated in the adoption of the resolution. The individual members do not have the right to object. Resolutions decided by electronic or telephone voting must be set down in writing by the Chair of the Supervisory Board.

(3) Items specified by members of the Supervisory Board to the Chair of the Supervisory Board no later than ten calendar days prior to the meeting shall be placed on the agenda. Items or motions which are not on the agenda or are not communicated to the members of the Supervisory Board by the Chair at least five working days prior to the meeting shall only be admitted for resolution if no member present at the meeting objects. Absent members of the Supervisory Board shall be given the opportunity to submit their votes in writing within a reasonable period to be set by the Chair.

(4) The meeting shall be chaired by the Chair of the Supervisory Board, or by his/her deputy if he/she is prevented from doing so.

(5) Resolutions of the Supervisory Board shall be adopted by a simple majority of votes cast unless stated otherwise by law or by the Articles of Association. This also applies to elections. The method of voting used shall be determined by the Chair. However, if a member of the Supervisory Board requests a secret ballot, then the vote shall be taken by secret ballot.

(6) Members of the Executive Board shall attend the meetings of the Supervisory Board unless the Supervisory Board decides otherwise in individual cases. Where expedient, experts, persons providing information (*Auskunftspersonen*) and individuals (*Dritte*) may be invited on a case-by-case basis to attend consultations on individual matters. Members of the Executive Board may be invited to attend committee meetings at the instigation of the committee in question.

§ 4 Duty of confidentiality

(1) Each member of the Supervisory Board is obligated to maintain secrecy regarding all confidential information and secrets of the Company, in particular trade and business secrets, which have become known to him or her as a result of his or her activities on the Supervisory Board, even beyond the termination of his or her office as a member of the Supervisory

Board. On the expiry of the member's mandate, all confidential documents shall be returned to the Chair of the Supervisory Board. The members of the Supervisory Board shall ensure that the employees entrusted by them with the supervision of mandates shall observe the duties of confidentiality in the same manner.

(2) If a member of the Supervisory Board wishes to disclose any information to third parties that he or she has learned in his or her capacity as a member of the Supervisory Board, he or she must inform the Chair of the Supervisory Board of this in advance.

(3) Written reports from the Executive Board to the Supervisory Board shall be provided to the members of the Supervisory Board unless the Supervisory Board decides otherwise in individual cases. Each member of the Supervisory Board is also entitled to receive copies of the auditors' reports, dependency reports and any special reports, unless the Supervisory Board decides otherwise in individual cases.

§ 5 Responsibility of the Supervisory Board

(1) The Chair of the Supervisory Board coordinates the work carried out by the Supervisory Board.

(2) The Chair of the Supervisory Board is in regular contact with the Executive Board, with which he/she discusses the strategy, business development and risk management of Deutsche EuroShop SE and the Group companies.

(3) The Supervisory Board establishes the notification and reporting duties to be met by the Executive Board.

(4) The Supervisory Board may stipulate in the Rules of Procedure for the Executive Board or by resolution, that that additional types of transactions and measures beyond those set forth in the Articles of Association may only be undertaken with its approval. It may also give its approval in advance for certain transactions and certain types of transactions.

(5) Furthermore, the Supervisory Board is responsible for appointing, extending the term of office and revoking the membership of Executive Board members. The Supervisory Board is responsible for discussing and deciding on personnel matters relating to the members of the Executive Board, in particular the conclusion, amendment, supplementation and termination of employment contracts and the determination of special benefits, e.g. voluntary bonuses. It may delegate such business to a committee to the extent permitted by law. The Supervisory Board determines the assignment of responsibilities to the individual members of the Executive Board, and also issues the Rules of Procedure to the same.

(6) The Chair of the Audit Committee is responsible for commissioning the auditor appointed at the Annual General Meeting.

§ 6 Committees

(1) The Supervisory Board may form committees.

(2) In addition to legal regulations, the professional qualifications of the members are the determining factor with regard to the membership of committees.

(3) The committees shall perform the functions assigned to them by these Rules of Procedure and special resolutions of the Supervisory Board on behalf of and in the name of the full Supervisory Board.

(4) The Supervisory Board shall appoint a committee member as Chair. In addition, the Supervisory Board may appoint another committee member as Deputy Chair, who shall assume the duties of the Chair if he/she is prevented from attending.

(5) The Chair of the committee may consult members of the Supervisory Board who are not members of the committee in an advisory capacity.

(6) The committees shall be convened by the respective Chair. Each member has the right to request the Chair to convene the committee, stating the reason. Meetings shall be convened as often as deemed necessary. As a general rule, the notice period shall not be less than three working days.

(7) The resolutions of the committees shall generally be adopted in meetings. Telephone and video conferences shall also be deemed to be meetings. The committees shall only constitute a quorum if all members participate. Resolutions of the committees shall be adopted by a simple majority of votes cast unless stated otherwise by law or the Articles of Association. Resolutions may also be adopted without convening a meeting by means of a written, electronic, telephone or fax voting if this is ordered by the Chair of the committee or by his/her deputy if he/she is prevented from doing so, as well as if two-thirds of the committee, but at least three members, have participated in the adoption of the resolution. The individual members do not have the right to object. Resolutions decided by electronic or telephone voting must be set down in writing by the Chair of the committee.

(8) The Supervisory Board is made up of the following permanent committees:

- Executive Committee
- Audit Committee
- Capital Market Committee

§ 7 Executive Committee

(1) The Executive Committee consists of the Chair of the Supervisory Board and at least two other members of the Supervisory Board.

(2) The Supervisory Board delegates to the Executive Committee the responsibility for

(a) the deliberation and adoption of resolutions on urgent matters, insofar as this does not conflict with statutory provisions. Urgent matters include those which, in the opinion of the Chair, cannot be decided in a timely manner at a duly convened meeting;

(b) maintaining constant contact with the Executive Board and advising them on an ongoing basis as well as preparing meetings of the Supervisory Board, insofar as such preparation is expedient in view of the importance of the items to be discussed.

(3) The Executive Committee prepares the personnel decisions to be taken by the Supervisory Board. It submits proposals to the Supervisory Board for resolution on the remuneration of the Executive Board, on the remuneration system and the regular review thereof, and on

the conclusion, amendment and termination of the employment contracts with the members of the Executive Board.

§ 8 Audit Committee

(1) The Audit Committee consists of three members of the Supervisory Board. The Chair of the Audit Committee should be independent and have expertise in the fields of accounting or auditing. Former members of the Executive Board of the Company and the Chair of the Supervisory Board are not eligible to chair the Audit Committee.

(2) The Supervisory Board delegates responsibility to the Audit Committee for advising the Executive Board on all matters relating to the preparation of the annual financial statements and on fundamental accounting issues. The Audit Committee monitors

(a) the accounting and financial reporting process;
(b) the effectiveness of the internal control system and the risk management system; and
(c) the audit of the financial statements, in particular the selection and independence of the auditor, the additional services provided by the auditor, taking into account the appropriateness of the auditor's total non-audit services for the Group, and, if necessary, the determination or extension of the focus of the audit.

(3) To ensure the independence of the audit, the Audit Committee makes sure

(a) that there are no conflicts of interest on the part of the auditor. The auditor shall declare to the Supervisory Board or the Audit Committee whether any professional, financial or other relationships exist between the auditor and its executive bodies and audit managers on the one hand and Deutsche EuroShop SE or with the Group companies and the members of their executive bodies on the other hand that could give rise to any doubts about his or her independence, and if so, what kind of relationship. This declaration also covers the extent to which other services were provided to Deutsche EuroShop SE or the Group companies in the previous financial year, in particular in the consulting sector, or have been contractually agreed for the following year.

(b) that the auditor informs the Chair of the Supervisory Board or the Audit Committee without delay of any grounds for disqualification or conflicts of interests arising during the audit, unless such grounds are immediately eliminated.

(c) that the auditor reports to the Supervisory Board without delay on all findings and events of relevance to the tasks of the Supervisory Board that arise during the performance of the audit.

(d) that the auditor informs the Supervisory Board or makes a note in the audit report if any facts are ascertained during the performance of the audit which reveal an inaccuracy in the Declaration of Conformity issued by the Executive Board and Supervisory Board regarding compliance with the German Corporate Governance Code.

(4) The auditor should attend all meetings of the Audit Committee.

§ 9 Capital Market Committee

(1) The Capital Market Committee consists of three members of the Supervisory Board. The Chair of the Capital Market Committee should be independent and have expertise in the fields of capital markets.

(2) The Supervisory Board delegates responsibility to the Capital Market Committee for the deliberation and adoption of resolutions in the context of
   (a) raising new debt capital (e.g. on the capital market or in the form of bank loans or alternative financing instruments),
   (b) utilising authorised capital as exists at the relevant time following a resolution adopted at the Annual General Meeting or a provision of an Article of Association of the Company in accordance with the law, the Articles of Association and the corresponding entitlements conferred on the Annual General Meeting,
   (c) utilising an entitlement conferred by a resolution of the Annual General Meeting to issue convertible bonds or bonds with warrants under exclusion of shareholders' statutory subscription rights,
   (d) determining the terms and conditions of the bonds and the further details of the issue and features of the convertible bonds or bonds with warrants and the conversion rights and obligations, for determining the further details of the implementation of the conditional capital increase for the purpose of granting shares upon exercise of conversion rights or conversion obligations to the holders of convertible bonds or bonds with warrants and
   (e) determining all other details for which the approval or decision of the Supervisory Board is required by law, the Articles of Association and the respective resolution of the Annual General Meeting.

(3) This transfer includes the Supervisory Board's entitlement to amend the wording of the Articles of Association in line with the scope of implementing a capital increase from authorised capital, the scope of the utilisation of the conditional capital or after the expiry of the relevant authorisation period or all conversion periods. The transfer also includes the entitlement of the Supervisory Board to give its consent where necessary to the conclusion of share acquisition agreements with a bank or a banking syndicate, as well as to contribution agreements with contributors in kind.

§ 10 Purchase and sale of shares in the Company

(1) Any proprietary trading in shares or debt securities of the Company or related derivatives or other related financial instruments as well as other transactions in accordance with the applicable legal regulations, in each case by members of the Supervisory Board as well as certain persons closely associated with them shall be reported by them to the Company without delay. Purchase and sale transactions are exempt from the notification requirement, provided that, within a calendar year, these do not reach or exceed the total volume applicable under Article 19(8) and (9) of the Market Abuse Regulation (currently: 50,000 €). The Company shall publish any such notification without delay.

(2) Prohibitions on trading with respect to the transactions referred to in Para 1 shall apply in accordance with the statutory provisions in force at the time.

§ 11 Minutes and correspondence

(1) Minutes of the meetings of the Supervisory Board and the committees shall be prepared and signed by the Chair of the relevant meeting. Resolutions of the committees shall be drafted and signed at the meeting in question.

(2) The Chair shall handle the correspondence in all matters concerning the Supervisory Board. If the Chair is prevented from attending a meeting, the Deputy Chair shall take his/her place. On termination of the office, all written documents (correspondence and minutes) shall be handed over to the successor.

Hamburg, 18 June 2026

The Chairman of the Supervisory Board

Peter Ballon