

**Rules of Procedure
for the Supervisory Board of OHB SE**

§ 1

General

1. In performing its duties, the Supervisory Board of OHB SE ("Company") cooperates on a basis of trust with the Company's other corporate bodies for the benefit of the Company. The members of the Supervisory Board are not bound by orders or instructions.
2. The members of the Supervisory Board shall have the same rights and duties. The duties, rights and obligations of the members of the Supervisory Board are determined by law, the Articles of Association of the Company and these Rules of Procedure. The members of the Supervisory Board shall comply with the recommendations of the German Corporate Governance Code relating to them, unless deviations are declared in the declaration of conformity to be submitted annually together with the Management Board.
3. The Chairman of the Supervisory Board shall maintain regular contact with the Chairman of the Management Board between meetings of the Supervisory Board and shall discuss with him issues of strategy, planning, business development, risk management and compliance of the Company. The Chairman of the Supervisory Board is informed without delay by the Chairman of the Management Board of important events that are of material significance for assessing the situation and development of the Company and for its management. The Chairman of the Supervisory Board will then inform the Supervisory Board and, if necessary, convene a Supervisory Board meeting.
4. The members of the Supervisory Board may not exercise any executive functions at competitors of the Company.

§ 2

Chairman, Deputy

1. Following the Annual General Meeting at which the Supervisory Board members representing the shareholders are elected, a Supervisory Board meeting shall be held without special notice or notification of an agenda. At this meeting, the Supervisory Board shall elect a chairman and one or more deputy chairmen from among its members. The election shall be chaired by the oldest Supervisory Board member in terms of age.
2. The term of office of the Chairperson and Deputy Chairperson(s) shall correspond to their term of office as a member of the Supervisory Board, unless a shorter term of office is determined at the time of election.
3. If the Chairman or his Deputy resigns from office before the end of the term of office, the Supervisory Board shall immediately hold a new election of the Chairman and/or his Deputy for the remaining term of office of the resigning member. Paragraphs 1 and 2 of this Section 2 shall apply accordingly.
4. Between meetings, the Chairman of the Supervisory Board maintains regular contact with the Executive Board, in particular with the Chairman of the Executive Board, and discusses with him issues relating to the strategy, business development, risk situation, risk management and compliance of the Company.
5. The deputy(s) shall assume the duties and business of the chairman of the supervisory board in the event that he is prevented from attending.

§ 3

Meetings

1. The Supervisory Board shall meet at least twice in each calendar half-year.
2. The Chairman shall convene the meetings in writing with a notice period of fourteen days and shall determine the form of the meetings. The day of dispatch of the invitation and the day of the meeting shall not be included in the calculation of the period. In urgent cases, the Chairman may shorten the notice period and convene a meeting in writing, by fax, by electronic means (e-mail) or by telephone. The items on the agenda must be announced with the invitation.

3. Before the beginning of each fiscal year, the Chairman of the Supervisory Board shall draw up a schedule of Supervisory Board meetings for the fiscal year and send it to the members of the Supervisory Board.
4. The Chairman of the Supervisory Board may cancel or postpone a convened meeting at his due judgment.
5. The Chairman of the Supervisory Board shall determine the order in which the items on the agenda are discussed, as well as the type and order of voting, and shall chair the meeting. He shall decide on the participation of the Board of Management, on the invitation of guests and on the involvement of experts and persons providing information for the purpose of informing and discussing individual items on the agenda. § Section 109 of the German Stock Corporation Act (AktG) and Section 12 (11), (12) of the Articles of Association remain unaffected.

§ 4

Resolution

1. As a rule, resolutions of the Supervisory Board are passed in meetings attended by the members of the Supervisory Board. If a member of the Board is prevented from attending, the Chairman of the Board shall be notified as far in advance as possible.
2. Resolutions on items on the agenda which have not been announced in good time may only be adopted if no member objects to the vote. In such a case, absent members shall be given the opportunity to object to the adoption of the resolution or to cast their vote in writing, by fax or by electronic means of telecommunication within a reasonable period of time determined by the chairperson; the resolution shall only become effective if no absent member has objected within the period of time.
3. At the instigation of the Chairman, meetings may also be held in the form of a telephone conference or other electronic means of communication (in particular video conferencing) and individual members of the Supervisory Board may be connected by telephone or electronic means of communication (in particular video transmission). Members of the Supervisory Board who are connected to meetings by telephone or video conference shall be deemed to be present. By order of the Chairman of the Supervisory Board, resolutions may also be adopted in writing, by fax, by electronic means (e-mail), by telephone or by other customary means of telecommunication, in particular by video conference, provided that no member objects to this procedure without delay. Such resolutions shall be recorded in writing by the chairperson and forwarded to all members.

4. The Supervisory Board shall constitute a quorum if all members have been invited and at least half of the total number of members of which it must consist, but no less than three members, participate in the adoption of the resolution. Insofar as the quorum of the Supervisory Board is concerned, a member shall participate in the adoption of a resolution even if he abstains from voting. Absent members may participate in the adoption of resolutions by having another member submit a written vote. A vote submitted by means of electronic media shall also be deemed to be a written vote. It is not permissible to authorize another Supervisory Board member or a third party to cast a vote. A combination of the various forms of resolution, also together with a meeting of individual or several members of the Supervisory Board, is permissible.
5. Resolutions of the Supervisory Board shall be adopted by a simple majority of votes cast, unless otherwise stipulated by law. In the event of a tie, the Chairman of the Supervisory Board shall have the casting vote and, in the event of his non-participation, the vote of the deputy next in rank shall be decisive.
6. The Chairman is authorized to make the declarations of intent required to implement the resolutions of the Supervisory Board and to accept declarations of intent on behalf of the Supervisory Board. If the Chairman is prevented from attending, his deputy who is next in rank shall have these powers.

§ 5

Minutes

1. Minutes of the meetings of the Supervisory Board shall be prepared and signed by the Chairman of the meeting. The minutes of resolutions adopted outside meetings shall be signed by the Chairman of the Supervisory Board.
2. The minutes shall state the place and date of the meeting, the participants, the items on the agenda, the main content of the discussions and the resolutions of the Supervisory Board. A copy shall be sent to each member of the Supervisory Board within two weeks.
3. A resolution on the approval of the minutes shall be adopted at the following meeting of the Supervisory Board.

§ 6

Formation of committees

1. The Supervisory Board may form committees from among its members and, to the extent permitted by law, also delegate decision-making powers to them. The committees may call in experts as required. The members of the committees are elected by a simple majority of the votes cast. Unless a shorter term of office is specified at the time of election, their term of office shall correspond to their term of office as members of the Supervisory Board.
2. The provisions set out in Section 12 of the Articles of Association of the Company and in these Rules of Procedure shall apply to the procedures of the committees, unless otherwise specified in the Rules of Procedure of the Supervisory Board or the committee.
3. A committee constitutes a quorum if at least three committee members participate in the adoption of resolutions.
4. The committees shall report regularly to the Supervisory Board on their work.

§ 7

Conflicts of interests

1. The members of the Supervisory Board are obliged to act in the interests of the company. No member of the Supervisory Board may pursue personal interests in his decisions and take advantage of business opportunities to which the company is entitled for himself.
2. Each member of the Supervisory Board must disclose to the Supervisory Board any potential conflicts of interest, in particular pursuant to Section 111a of the German Stock Corporation Act (AktG), or conflicts of interest that may arise as a result of a consultancy or board function with third parties. In its report to the Annual General Meeting of the Company, the Supervisory Board shall provide information on any conflicts of interest that have arisen and how they have been dealt with.
3. Material and not merely temporary conflicts of interest in the person of a Supervisory Board member shall result in the termination of the mandate.

§ 8

Discretion

1. The members of the Supervisory Board shall maintain secrecy with regard to confidential reports and confidential discussions as well as secrets of the Company, namely trade and business secrets, which have become known to them through their activities on the Supervisory Board. This obligation shall also apply after leaving office. This applies in particular to confidential reports and confidential discussions as well as to the course of Supervisory Board meetings, including voting.
2. If a member of the Supervisory Board wishes to pass on information to third parties which cannot be ruled out with certainty as being confidential or relating to secrets of the Company, he/she shall inform the Chairman of the Supervisory Board in advance and give him/her the opportunity to comment. If the Chairman of the Supervisory Board does not agree to the disclosure, he shall inform the other members of the Supervisory Board thereof and obtain an immediate statement from the Supervisory Board. Until this statement has been made, the member of the Supervisory Board concerned shall maintain secrecy about the facts of which he has become aware through his office.
3. The Chairman of the Supervisory Board shall ensure that the employees of the Company engaged by the Supervisory Board comply with the duty of confidentiality in the same manner. Each member of the Supervisory Board shall ensure that employees engaged by him comply with the duty of confidentiality in the same manner.
4. Upon leaving office, the members of the Supervisory Board shall be obliged to immediately hand over to the company concerned or destroy all documents, such as writings, correspondence, records and the like, which relate to matters of the company, the shareholders or an enterprise affiliated with the company and which are in their possession. The members of the Supervisory Board shall have no right of retention to the documents.

§ 9

Duration and entry into force

1. The Rules of Procedure of the Supervisory Board shall apply until they are amended or revoked; amendment or revocation shall require a resolution of the Supervisory Board.
2. This version of the Rules of Procedure shall enter into force upon adoption of the resolution by the Supervisory Board.