

**Rules of Procedure
of the
Innovation and Product Sustainability Committee
of the Supervisory Board of GEA Group Aktiengesellschaft**

The Supervisory Board of GEA Group Aktiengesellschaft adopts the following Rules of Procedure for the Innovation and Product Sustainability Committee of the Supervisory Board:

**Section 1
Basic principles and composition**

- (1) The Innovation and Product Sustainability Committee shall be set up on the basis of the Rules of Procedure of the Supervisory Board. It shall perform the duties incumbent upon it in accordance with the law, the Articles of Association, the Rules of Procedure of the Supervisory Board and these Rules of Procedure. Unless stated otherwise in the Rules of Procedure of the Innovation and Product Sustainability Committee, the provisions set forth in the Rules of Procedure of the Supervisory Board shall apply mutatis mutandis. In particular, this shall hold true for the provisions governing the calling and chairing of meetings, the adoption of resolutions, the minutes, reporting to the Supervisory Board as well as the duty of confidentiality.
- (2) The Innovation and Product Sustainability Committee consists of four Supervisory Board members, two shareholder representatives and two employee representatives, respectively. The Supervisory Board shall appoint the members of the Innovation and Product Sustainability Committee for the duration of their tenure as Supervisory Board members.
- (3) The Supervisory Board shall ensure that the members of the Innovation and Product Sustainability Committee have the necessary knowledge, skills and professional experience to properly perform the Committee's duties.
- (4) The Innovation and Product Sustainability Committee shall be chaired by a Chair, who is a shareholder representative and elected by the Committee members from their midst.
- (5) The Innovation and Product Sustainability Committee shall meet at least twice a year, as a rule once every six months. Additional meetings may be held as required.

**Section 2
Responsibilities and working method of the
Innovation and Product Sustainability Committee**

The main task of the Innovation and Product Sustainability Committee will be to assess and help to develop the medium- to long-term innovation strategy of the Group against the backdrop of GEA's endeavors to develop and/or tap into new and innovative products, processes, markets and business models with a particular emphasis on technical sustainability aspects. This will also include digitalization on the basis of the corporate strategy.

- (1) To the extent required or insofar as being relevant or useful for the performance of its main task, the Innovation and Product Sustainability Committee may also address the following or

similar topics:

- a) Identification, review and evaluation of megatrends impacting GEA's business operations and/or GEA's sustainability strategy and ambitions; analysis of these megatrends with a view to the necessary or reasonable technological development (or advancement) of GEA's products, applications and services, particularly to improve the sustainability of the product portfolio.
 - b) Review of the organizational structure and provision of advice for the purpose of supporting the implementation of Innovation projects.
 - c) Provision of advice to the Executive Board in connection with innovation- and technology-related investments and their efficiency as well as the monitoring thereof. Securing long-term investments to support the Innovation strategy of the Company.
- (2) An important part of the Innovation and Product Sustainability Committee's work is to give advice and, where appropriate, to make specific recommendations in the above-mentioned fields both to the Executive Board and to the Supervisory Board.
 - (3) As regards its area of competence, the Innovation and Product Sustainability Committee will contribute to the work of the Supervisory Board in line with the latter's rules of procedure. In particular, the Chair of the Innovation and Product Sustainability Committee will regularly report to the Supervisory Board on the Innovation and Product Sustainability Committee's work.
 - (4) The Innovation and Product Sustainability Committee will not deal with the following subject areas: IT security, day-to-day operations and electronic security, R&D activities related to projects and day-to-day business as well as short-term operational matters.

Section 3

Meetings, internal governance arrangements and adoption of resolutions

- (1) Meetings of the Innovation and Product Sustainability Committee shall be convened by the Chair giving one week's notice. Additions to the agenda must be communicated no later than 4 days prior to the meeting unless an urgent case justifies later notification. Other than that, the provisions of the Rules of Procedure of the Supervisory Board governing the conduct of meetings shall apply mutatis mutandis, with the exception of section 3 para. 2 sentence 2 thereof.
- (2) The meetings of the Innovation and Product Sustainability Committee shall be attended by the Executive Board and the Head of IP Management, unless otherwise determined by the Committee Chair on a case-by-case basis. The Chair of the Innovation and Product Sustainability Committee may invite other participants to attend the meetings of the Innovation and Product Sustainability Committee.
- (3) The Innovation and Product Sustainability Committee may commission external consultants or experts for the purpose of assisting it in the performance of its duties and also invite them to attend its meetings, with the fees and the conditions of such commissioning having to be agreed with the Chairman of the Supervisory Board and the Chairman of the Executive Board in accordance with Section 1 para. 7 of the Rules of Procedure of the Supervisory Board.

- (4) The Innovation and Product Sustainability Committee shall have a quorum when a minimum of three members are present at the meeting following the invitation of all Committee members or when they participate in the respective resolution in accordance with the Rules of Procedure of the Supervisory Board. Other than that, the provisions of the Rules of Procedure of the Supervisory Board governing the adoption of resolutions by committees (Section 10 para. 2 of the Rules of Procedure of the Supervisory Board) and/or the Supervisory Board (Section 4 of the Rules of Procedure of the Supervisory Board) shall apply mutatis mutandis.
- (5) Minutes of the meetings of the Innovation and Product Sustainability Committee shall be taken and signed by the Chair and the minute taker. A copy of the minutes shall be provided to each member of the Innovation and Product Sustainability Committee without undue delay.
- (6) Any decisions that have not been taken at meetings shall be recorded in writing by the Chair and immediately forwarded to all members.
- (7) Other than that, the provisions of the Rules of Procedure of the Supervisory Board shall apply mutatis mutandis to the minutes of meetings and resolutions (Section 5 of the Rules of Procedure of the Supervisory Board).