

**Rules of Procedure
for the Supervisory Board of GEA
Group Aktiengesellschaft**

In addition to the provisions of the Articles of Association, the Supervisory Board issues for itself the following Rules of Procedure:

§ 1

Cooperation between Executive Board and Supervisory Board

- (1) The Supervisory Board shall advise and supervise the Executive Board in the management of the enterprise, which specifically includes sustainability issues. It shall closely cooperate with the Executive Board for the benefit of the enterprise.
- (2) The Supervisory Board shall be informed by the Executive Board both verbally and in writing pursuant to legal provisions, the Rules of Procedure for the Executive Board and the resolutions of the Supervisory Board, constantly and regularly, retrospectively and forward looking, time matched and comprehensively, on the situation and development of the Company with reference to all business areas, broken down into relevant sections and product groups. This shall be applicable not only to the controlling company of the Group but also to all affiliated and associated companies and important shareholdings whose course of business is of significance to the Group in its entirety. The report shall likewise include information on special risks which might have an appreciable impact on the entire Group.
- (3) Motions for resolution and discussion shall be based on a specifically developed Supervisory Board information system, to be updated as required, designed to ensure that the Supervisory Board is in a position to contribute the available advisory potential and fulfill its supervisory duties.
- (4) The Chairman of the Supervisory Board shall have a lead management function for the Supervisory Board in its cooperation with the Executive Board and its members. He shall be promptly informed by the Executive Board in the case of important events and of business matters that may exert a material influence on the situation of the Company. He shall also maintain regular contacts with the Executive Board, especially with the Chairman of the Executive Board and discuss with him issues of strategy, planning, course of business, risk situation, risk management and compliance of the Company.
- (5) The Supervisory Board – in the same way as a Supervisory Board Committee within its scope of functions – may commission an individual or several of its members to prepare decisions of the Supervisory Board or of the Supervisory Board Committee internally through contacts with the Executive Board or advise the Executive Board on a certain matter or a certain area of responsibility. If the Executive Board submits a report to a member of the Supervisory Board or of the Supervisory Board Committee thus commissioned, that member shall inform the other members of the Supervisory Board or of the Committee on the contents of such report at the next meeting at the latest.

- (6) It is the Executive Board's duty to inform the Supervisory Board about the matters of the Company. Accordingly, whenever they have a request for information, Supervisory Board members may turn to the Executive Board. Any requests for information addressed to employees of the Company and to personnel of affiliated companies shall only be allowable for cause and even then they shall, as a rule, only be made in agreement with the member of the Executive Board having competence for the respective matter.
- (7) The Supervisory Board and/or its committees may avail themselves of the services of experts within their area of responsibility. Such services shall be commissioned in agreement with the Chairman of the Supervisory Board and the Chairman of the Executive Board.

§ 2 Supervisory Board Membership

- (1) As a rule, only those candidates should be proposed for election to the Supervisory Board of the Company who have not yet reached the age of 70. Every member of the Supervisory Board should have the required knowledge, abilities and expert experience to properly complete his/her tasks. Every Supervisory Board member should take care that he/she has sufficient time to perform his/her mandate. Members of the Supervisory Board are expected to attend all meetings of the Supervisory Board and the Committees of which they are members, if possible, but as a general rule at least 75 percent of all meetings.
- (2) A Supervisory Board member that is not a member of the management board of a listed company shall not accept more than five supervisory board mandates at non-group listed companies or comparable functions, with an appointment as chair of the supervisory board being counted twice.
- (3) A Supervisory Board member that is a member of the management board of a listed company shall not accept more than two supervisory board mandates at non-group listed companies or comparable functions and shall not accept the chairmanship of a supervisory board in a non-group listed company.
- (4) The Supervisory Board shall include what it considers to be an appropriate number of independent members from the group of shareholder representatives. When determining the appropriate number of independent members, the shareholder structure shall be taken into account. The Chair of the Supervisory Board, the Chair of the Audit and Cybersecurity Committee, as well as the Chair of the Presiding and Sustainability Committee shall be independent from the Company and the Executive Board. Not more than two former members of the Executive Board shall be members of the Supervisory Board. Supervisory Board members shall not be members of governing bodies of, or exercise advisory functions at, significant competitors of the enterprise or a group company.
- (5) The above rules as well as the objectives and determinations of the Supervisory Board regarding its composition and the competence profile for the entire body shall be taken into account for nominations for the election of members of the Supervisory Board.

§ 3 Meetings

- (1) Supervisory Board meetings shall be called one week in advance by the Chairman or by the Deputy if the Chairman is unable to do so. The period of notice may be reduced in cases of urgency or with the agreement of all the members of the Supervisory Board. Notice of the meeting shall in principle be given in writing or in text form (e.g. e-mail); exceptionally, especially in urgent cases, notice may also be given orally, by telephone. The individual items on the agenda shall be indicated in the notice of the meeting and the complete set of meeting documents shall be sent. The latter must be prepared in such a way that members of the Supervisory Board who are unable to attend the meeting may cast their vote in writing or in text form. Unless an urgent case justifies a later notification, any additions to the agenda shall be communicated up to the 4th day before the meeting.
- (2) Supervisory Board meetings shall be called as required. Two meetings shall be held per calendar half-year. In addition, a Supervisory Board meeting shall be called whenever requested by a Supervisory Board member or by the Executive Board, giving the purpose and reasons. The Chairman may cancel or adjourn a convoked meeting at his reasonable discretion.
- (3) The Chairman shall preside over the meeting. He shall appoint an officer for preparing the minutes who need not be a member of the Supervisory Board or the Executive Board and decide on the consultation of experts or persons providing information in connection with individual items on the agenda. The Executive Board members shall attend the Supervisory Board meetings unless the Supervisory Board Chairman decides otherwise. However, the Supervisory Board shall also regularly meet without the Executive Board members. The above provisions of this Sect. (3) shall only apply if the Supervisory Board does not determine otherwise.

§ 4 Resolutions

- (1) The Supervisory Board shall be quorate if after serving notice on all members at least half of the members participate in the passing of resolutions personally, by phone or video conference or by voting by correspondence or in text form in accordance with § 108 Section 3 German Stock Corporation Law. A member will also be deemed to participate in the adoption of resolutions if it abstains from voting.
- (2) Only those items on the agenda which have been announced in the notice of the meeting in accordance with § 3 Sect. 1 and which were accompanied by meeting documents sent in a timely manner in accordance with § 3 Sect. 1 shall be voted on. If an item on the agenda has not been announced in accordance with § 3 Sect. 1, a vote may only be taken on it if no Supervisory Board member objects. In such cases, the Supervisory Board members who were not present at the meeting shall be given the opportunity of objecting to the vote retrospectively within an appropriate time frame, this time frame to be decided by the Chairman. The resolution shall only become effective if no objection is received within this period from any of the Supervisory Board members who were not present at the meeting.

- (3) The Chairman shall determine the order in which the items on the agenda are to be dealt with as well as the mode and order of voting. He may adjourn the deliberation and adoption of resolutions on individual or all items on the agenda by not more than four weeks if not the same number of shareholder and employee representatives would participate in the resolution or there is any other material cause for an adjournment. The Chairman shall not be authorized to provide for a further adjournment.
- (4) Resolutions shall be adopted by a simple majority of the votes cast provided that no other majority is compulsorily stipulated by law. If there is a tied vote, each Supervisory Board member shall be entitled to request a repetition of the vote on the same subject. The Chairman shall decide when the repetition of the voting is to take place. Should the repetition of the vote again lead to parity, the Chairman may use the second vote to which he is entitled by law. If the Chairman is unable to attend, the Chairman may vote by correspondence or in text form also with respect to the second vote. The Deputy Chairman shall not have a second vote.
- (5) Supervisory Board resolutions are normally taken at meetings. By order of the Chairman, Supervisory Board resolutions may also be adopted at a phone or video conference or outside a meeting by voting by correspondence, in text form or telephonically. The ordered form of resolution shall be admissible unless the majority of the members objects to it immediately.
- (6) The Chairman or the Deputy Chairman, if the Chairman is unable to do so, shall be authorized to implement the resolutions of the Supervisory Board and its committees and to make the respective declarations of intent.

§ 5
Minutes of Meetings and Resolutions

- (1) The contents of the Supervisory Board meetings shall be laid down in minutes, to be signed by the officer taking the minutes, irrespective of the provision in Section 2 below (§ 3 Sect. 3). The minutes shall state the place and date of the meeting, the participants, the items on the agenda, the essential contents of discussions and the resolutions of the Supervisory Board. Copies of the minutes shall immediately be sent to each Supervisory Board member.
- (2) The minutes, certified copies of resolutions and announcements of the Supervisory Board shall be signed by the Chairman.
- (3) Resolutions which were not adopted at meetings shall be laid down by the Chairman in writing and copies shall be submitted to all members.
- (4) Unless opposition is declared towards the Chairman of the Supervisory Board within 14 days of receipt, the minutes under Sections 1 and 3 shall be deemed to have been adopted.
- (5) The resolutions adopted by the Supervisory Board may be drafted in their full wording at the very meeting and signed by the Chairman as part of the minutes. In so much as resolutions are separately recorded in this form already at the meeting, objection may be raised only at that meeting.

§ 6
Business Requiring Approval

- (1) The Executive Board shall present to the Supervisory Board the annual budget (for the Group) for approval well ahead of the commencement of the budget year.
- (2) Furthermore, the following transactions shall require the approval of the Supervisory Board, unless they were already approved in connection with the debate on the budget pursuant to Section (1):
 - a) Acquisition, foundation, disposal or any other change (increase, decrease, dissolution) of shareholdings or business divisions if the value (equity value or – if higher – enterprise value) of the individual transaction exceeds EUR 40 million or if the transaction in the case of a disposal would lead to a book loss or a negative cash flow of more than EUR 40 million. Resolutions with respect to transactions pursuant to Sentence 1 leading to the reclassification of such investments in the accounts to “discontinued operations” shall also require the said approval. The approval shall not be required for transactions pursuant to Sentence 1 in the case of purely Group-internal measures and transactions.
 - b) Acquisition of land and/or land rights and/or the disposal of land and/or land rights if the individual transaction exceeds EUR 40 million. The approval shall not be needed if these are purely Group-internal measures or transactions.
 - c) The construction, conversion, extension and reequipping of real estate if the value of the individual project exceeds EUR 40 million.
 - d) Conclusion of intercompany agreements in the meaning of the Stock Corporation Law and similar agreements with companies of different legal structure unless the contracting parties are exclusively companies wholly owned by the Group.
 - e) Taking up new and/or withdrawing from material activities and operations.
- (3) The requirements for approval in accordance with the preceding Section (2) shall apply mutatis mutandis for the respective transactions at affiliated companies as well as for put and/or call agreements if the exercise of the put or call may lead to the materialization of the transactions mentioned in Section (2).

§ 7
Further Responsibilities

Aside from, and in order to concretize, the responsibilities already imposed on it by law, the Articles of Association and § 6 of these Rules of Procedure, the Supervisory Board shall exercise the following functions and duties:

- (1) At regular intervals, the Supervisory Board shall conduct a self-assessment of the effectiveness and efficiency of its own activities as well as the activities undertaken by its committees.
- (2) When appointing Executive Board members, it must be ensured that, as a rule, they should not hold office beyond the age of 62.

- (3) Based on the recommendation of the Presiding and Sustainability Committee, the Supervisory Board shall resolve on the Executive Board compensation system and determine the total compensation of the individual Executive Board members in accordance with the Executive Board compensation system. The Supervisory Board shall regularly review the Executive Board compensation system.

§ 8 Confidentiality/D&O Insurance

- (1) Each Supervisory Board member shall be committed to confidentiality in respect of all confidential matters and secrets of the Company disclosed to him/her in his/her capacity as Supervisory Board member, even beyond the expiration of the term of office as Supervisory Board member. Each Supervisory Board member shall ensure that the staff involved by him/her adhere to the obligation to confidentiality in the same way. On expiration of the term of office, all confidential documents shall be returned to the Company.
- (2) Reports of the Executive Board to the Supervisory Board, in so much as they have been prepared in writing, shall be made available to each Supervisory Board member on request unless the Supervisory Board has passed a resolution to the contrary (§ 90 Sect. 5 Sent. 2 AktG [German Stock Corporation Law]).
- (3) The Company has concluded D&O insurance with an appropriate sum insured which also covers the members of the Supervisory Board.

§ 9 Conflicts of Interest

- (1) All members of the Supervisory Board are bound by the company's best interests. No member of the Supervisory Board may use business opportunities intended for the company for himself/herself or pursue other personal interests in his/her decisions.
- (2) Each member of the Supervisory Board shall immediately inform the Chairman of the Supervisory Board of any conflicts of interest which may result from a consultant or directorship function with clients, suppliers, lenders or other third parties.
- (3) In its report, the Supervisory Board shall inform the General Meeting of any conflicts of interest which may have occurred, together with their treatment. Material conflicts of interest and those which are not merely temporary in respect of the person of a Supervisory Board member shall result in the termination of his/her mandate.
- (4) Advisory and other service agreements and contracts for work between a member of the Supervisory Board and the Company or an affiliated company require the Supervisory Board's approval.

§ 10
General Rules for Committees

- (1) The Supervisory Board follows the recommendations of the German Corporate Governance Code to increase the efficiency of its work by forming committees and transferring decision-making rights to such committees. That is why in addition to the committee to be formed in accordance with § 27 Sect. 3 Codetermination Act it will constitute a Presiding and Sustainability Committee (§ 11), an Audit and Cybersecurity Committee (§ 12) and a Nomination Committee (§ 13). Further committees shall be formed as required. As far as admissible by law, decision-making rights of the Supervisory Board may be assigned to such committees. The committee members shall be appointed at the constituent Supervisory Board meeting (§ 11 Section 1 of the Articles of Association) for the period of their term of office as Supervisory Board members unless the Supervisory Board passes a resolution to the contrary. For members retiring prematurely, the Supervisory Board shall immediately carry out a by-election. The respective committee may elect a chair from among its members unless the Supervisory Board determines a chair. The chairs of the committees shall regularly report to the Supervisory Board on the committee work.
- (2) A committee shall be quorate if half of its members, at least however three (including the committee chair), participate in the adoption of resolutions. If there is a tied vote, the committee chair shall have two votes for the repetition of the vote on the same subject if the second vote also results in parity; this shall not apply to voting procedures in the committee to be formed pursuant to § 27 Sect. 3 Codetermination Act. For the rest, the provisions laid down in the rules of procedure for the respective committees shall apply to the procedure to be adopted in the committees and, analogously, the provisions determined for the Supervisory Board in the Articles of Association and these Rules of Procedure, unless provisions to the contrary are stated below or statutory provisions apply.
- (3) Members of the Executive Board shall attend the committee meetings in so much as the Chairman of the Supervisory Board or the committee chair so desire.

§ 11
Presiding and Sustainability Committee

- (1) The Presiding and Sustainability Committee shall be made up of four members. It shall comprise the Chairman of the Supervisory Board as the Committee Chair, the Deputy Chairman of the Supervisory Board as well as one additional member from the groups of the shareholder and the employee representatives, respectively. The Supervisory Board shall issue separate rules of procedure for the Presiding and Sustainability Committee.

The Committee shall be responsible for, and/or resolve in place of, the Supervisory Board on:

- a) the preparation of Supervisory Board meetings;
- b) the settlement of legal relations between the Company and individual Executive Board members (especially conclusion, amendment, renewal, annulment and termination of employment contracts including compensation), whereas the entire Supervisory Board shall finally resolve on the Executive Board compensation system as well as the total compensation of the individual Executive Board members; the appointment and dismissal of Executive Board members shall also be reserved to the Supervisory Board in its entirety.

- c) the preparation of the personnel decisions of the Supervisory Board with regard to the appointment of the Executive Board and providing together with the Executive Board for a long-term succession planning;
- d) the approval of other activities of a member of the Executive Board pursuant to § 88 German Stock Corporation Law or other sideline activities and the dealing with conflicts of interest of individual Executive Board members;
- e) the settlement of legal relations between the Company and its resigned Executive Board members, whereas compensation matters have to be resolved on by the entire Supervisory Board;
- f) the approval of contracts with Supervisory Board members or parties related to them pursuant to § 114 German Stock Corporation Law [AktG];
- g) the approval of loans pursuant to §§ 89, 115 AktG;
- h) without prejudice to the responsibilities set forth in subsection f) and subsection g) above, the approval of important transactions (whose value exceeds € 50,000) between the Company (GEA Group Aktiengesellschaft and/or its affiliated companies) on the one hand and the Supervisory Board or Executive Board members as well as parties related to them within the meaning of § 111a sect. 1 (2) AktG on the other hand;
- i) the approval of the assumption of supervisory board mandates by Executive Board members outside the Group;
- j) the discussion of the corporate strategy jointly with the Executive Board, in particular the sustainability strategy, as well as important fundamental issues relating to environmental, social and governance matters (ESG - Environmental, Social & Governance) and their implementation, without prejudice to the more specific responsibilities of the other committees of the Supervisory Board;
- k) capital expenditure, investment and financing projects jointly with the Executive Board;
- l) the approval of the transactions mentioned in § 6 Sect. (2) a), Sect. (3) inasmuch as, in individual cases an amount (equity value or – if higher – enterprise value) is concerned which exceeds EUR 20 million, but not EUR 40 million or inasmuch as the transaction in the case of a disposal would lead to a book loss of more than EUR 5 million or a negative cash flow of more than EUR 2 million. Resolutions with respect to transactions pursuant to Sentence 1 leading to the reclassification of such investments in the accounts to “discontinued operations” shall also require the said approval. The requirement for approval shall not apply to transactions pursuant to Sentence 1 if such items exclusively relate to transactions within the Group;
- m) the approval of the transactions mentioned in § 6 Sect. (2) b)-c). Sect. (3) inasmuch as in an individual case an amount is concerned which exceeds EUR 20 million but not EUR 40 million. The requirement for such approval shall not apply with respect to § 6 Sect. (2) b) for transactions pursuant to Sentence 1 if such items exclusively relate to transactions within the Group;
- n) the approval of the utilization of financing instruments such as the issuance of debentures, raising of long-term loans, leases, factoring, other off-balance financing schemes, in each case inasmuch as they surpass the customary business operations, but not including the raising and utilization of bank and trade credits in the ordinary course of business;

- o) the approval of the granting of loans, bonds, guaranties or comparable securities in as much as they deviate from the ordinary course of business;
 - p) the approval of profit-sharing models to be introduced throughout the Group, after discussion in the plenary Supervisory Board, whereas regarding matters of the Executive Board the entire Supervisory Board has to resolve;
 - q) the approval of fundamental changes in the company pension system, after discussion in the plenary Supervisory Board, whereas regarding matters of the Executive Board the entire Supervisory Board has to resolve;
- (2) Irrespective of the assignment of responsibility to the Presiding and Sustainability Committee with respect to the subjects mentioned in Section 1 lit j), k), l), m) and n), the Supervisory Board in its entirety shall be responsible and entitled to decide whenever events are concerned which are of essential and fundamental significance for the Company or which the Supervisory Board decides to take care of itself.

§ 12 Audit and Cybersecurity Committee

- (1) The Audit and Cybersecurity Committee shall be made up of four members, two each being elected by the groups of the shareholder and of the employee representatives. The Supervisory Board shall issue separate rules of procedure for the Audit and Cybersecurity Committee.
- (2) In particular, the Audit and Cybersecurity Committee shall be responsible for monitoring the accounting process, the efficiency of the internal control system, the risk management system, the internal audit system, the audit of the annual financial statements (in particular the selection and the independence of the auditor, the quality of the audit as well as the additional services provided by the auditor, the engagement of the auditor, the definition of key audit areas and the agreement on an audit fee), information- and cybersecurity, sustainability reporting and the respective audit, as well as compliance.
- (3) The Audit and Cybersecurity Committee shall assist the Executive Committee in an advisory capacity in the relevant subject-areas. In his/her capacity as one of two financial experts on the Supervisory Board, the Chair of the Audit and Cybersecurity Committee shall maintain regular contact with the Company's Chief Financial Officer between the scheduled meetings. The Rules of Procedure of the Audit and Cybersecurity Committee further specify the Audit and Cybersecurity Committee's tasks and functioning.

§ 13 Nomination Committee

- (1) The Supervisory Board shall constitute a Nomination Committee. Such Nomination Committee shall be composed of the Chairman of the Supervisory Board as well as another two Supervisory Board members, to be elected by majority at the Annual General Meeting. The other two members of the Nomination Committee will be elected by the shareholder representatives on the Supervisory Board. The Committee will be chaired by the Supervisory Board Chairman.

- (2) The function of the Nomination Committee shall be to propose to the Supervisory Board suitable candidates as shareholder representatives on the Supervisory Board for recommendation to the Annual General Meeting by taking into account the target composition and the profile of skills and expertise applicable to the Supervisory Board as amended from time to time.