

Rules of Procedure of the Board of Management

At its meeting on March 17, 2020, the Supervisory Board adopted the following Rules of Procedure and the enclosed list of transactions subject to approval:

§ 1

General

- (1) The Board of Management shall conduct the business of the Company in compliance with the law, the Articles of Association and these Rules of Procedure. It shall work together with other executive bodies of the Company and the employee representatives for the benefit of the Company in a spirit of trust.
- (2) The Board of Management is responsible for managing the Company. In doing so, it must safeguard Company interests and endeavor to achieve a long-term increase in the Company's value. It develops the Company's strategy, coordinates it with the Supervisory Board and ensures its implementation.
- (3) The Board of Management shall ensure compliance with statutory requirements and internal company directives, and shall work towards their observance by group companies. It shall ensure adequate risk management and risk controlling.
- (4) The business units of the individual members of the Board of Management are shown in the schedule of responsibilities enclosed as an annex, which is an integral part of these Rules of Procedure.

§ 2

Overall responsibility and management of business units

- (1) Members of the Board of Management bear joint responsibility for the overall business management. They shall work together as colleagues and keep one another constantly updated on important business transactions and measures adopted in their areas of responsibility. In the event of serious doubts about any matter involving another business unit, each member is obliged to object to the measure if the doubts cannot be dispelled by discussing them with the other member of the Board of Management. In such a case, the measure may not be taken

until a decision is passed by the Board of Management. Should the Board of Management consist only of two members, an agreement on the measure by the Board of Management shall be sought by consulting the chairman of the Supervisory Board, who shall be informed of the measure without delay.

- (2) The Board of Management passes resolutions on all matters for which a decision is reserved for the Board of Management by the law, the Articles of Association or these Rules of Procedure, in particular on
 - a) matters of considerable significance with particular implications for the Company or its group companies,
 - b) the preparation of the annual financial statements and the management report as well as the consolidated financial statements and the group management report,
 - c) the convening of the Annual General Meeting and the proposals of the Board of Management for resolution by the Annual General Meeting,
 - d) the periodic reports presented to the Supervisory Board,
 - e) the legal transactions requiring the approval of the Supervisory Board by law or the Articles of Association,
 - f) important personnel matters,
 - g) the annual and multi-year plan for the Company and the Group as well as the related capital expenditure plan in particular,
 - h) the submission of the declaration of conformity with the Corporate Governance Code according to § 161 of the German Stock Corporation Act (AktG),
 - i) all matters submitted to the Board of Management by a Board member for resolution or in respect of which a Board member demands that a resolution is passed by the Board of Management.
- (3) Each individual member of the Board of Management is responsible for independently managing the business unit assigned to him in accordance with the resolutions of the Board of Management. Insofar as measures and transactions of a business unit also affect one or more other business units, the member of the Board of Management shall consult with the other

member(s) involved in advance. If an agreement is not reached, § 2 paragraph 1 sentences 4 and 5 apply.

- (4) Measures and transactions of a business unit which are of exceptional significance for the Company or which entail an exceptional economic risk are subject to the prior approval of the Board of Management.
- (5) A member of the Board of Management may take the measures and conduct the transactions of the kind named in paragraph 3 sentence 2 and paragraph 4 without the prior approval of the Board of Management - and in case of paragraph 3 sentence 2 also without prior consultation with the other member(s) involved - if this is necessary according to his best judgment in order to avoid the imminent threat of serious disadvantages for the Company. The Board of Management shall be notified of such a measure without undue delay.
- (6) The chairman of the Board of Management defines the rules according to which members of the Board of Management may represent each other in the event of their absence.

§ 3

Chairman of the Board of Management

- (1) The chairman of the Board of Management is responsible for coordinating all the business units of the Board of Management. He shall work towards ensuring that all business units are uniformly managed in line with the targets set by the resolutions of the Board of Management. The chairman may request information at any time from Board members on specific matters in their business unit and may decide that he should be informed in advance of certain types of transactions.
- (2) The chairman of the Board of Management represents the Board of Management and the Company vis-à-vis the general public, in particular vis-à-vis authorities, associations, industrial organizations and gazettes. He may assign these tasks to another Board member for certain types of matters or in an individual case.
- (3) The chairman of the Board of Management is responsible for the Board of Management's work with the Supervisory Board and its members. He ensures that the chairman of the Supervisory Board is informed of the course of business and the situation of the Company on a regular basis. He shall report to the chairman of the Supervisory Board without undue delay in case of important events and in case of business matters that could have a significant influence on the situation of the Company.

- (4) If the chairman of the Board of Management is prevented, the deputy chairman, if one has been appointed, or otherwise the Board member oldest in years of age shall exercise the rights and perform the duties of the chairman. This shall not apply to the right of the chairman to have the casting vote according to § 4 para. 6 sentence 2.

§ 4

Meetings, quorum and resolutions

- (1) Meetings of the Board of Management are convened by the chairman of the Board of Management. Meetings should be held at least twice a month. Each member may request that a meeting be convened, stating the subject for discussion. The invitation to the meeting, which shall be sent in due time before the meeting, shall state the agenda and the proposed resolutions to the items of the agenda.
- (2) The chairman of the Board of Management presides over the meetings. He determines the sequence in which the items on the agenda are discussed as well as the method and sequence of voting. He may determine that persons who are not members of the Board of Management may be called in to discuss individual items. The chairman may postpone the discussion and resolution on individual items of the agenda.
- (3) The Board of Management usually passes resolutions at meetings, which may also be held in the form of a video or telephone conference on the orders of the chairman.
- (4) On the orders of the chairman of the Board of Management, resolutions may also be passed outside meetings by casting votes in writing, in text form, verbally or by telephone. Such resolutions shall be determined by the chairman of the Board of Management and forwarded to all the members.
- (5) The Board of Management shall have a quorum only provided that all the members are present if it consists of only two members, otherwise provided that at least half of the members, including the chairman of the Board of Management, are present at the meeting or take part by casting their votes in writing or by telephone or in text form. This also applies where resolutions are passed outside meetings.

- (6) The Board of Management may only pass resolutions unanimously if it consists of two members. Otherwise it passes resolutions by a simple majority of its members, unless other majorities are prescribed as mandatory by the law or the Articles of Association; in the event of a tie in the votes, the chairman of the Board of Management shall have the casting vote.
- (7) Minutes shall be drawn up of the meetings of the Board of Management which state the place and date of the meeting, the participants, the agenda and the wording of resolutions. The minutes shall be signed by the chairman of the meeting and copies sent to all members of the Board of Management. The minutes shall be deemed approved if no member of the Board of Management raises objections in the next meeting following receipt of the minutes.

§ 5

Conflicts of interest, secondary occupations, notification duties

- (1) Members of the Board of Management are subject to a comprehensive ban on competition beyond the provision under § 88 of the German Stock Corporation Act while serving on the Board of Management and during the term of their employment contract.
- (2) The acceptance of secondary occupations, which includes seats on the supervisory boards of other companies apart from seats on the supervisory boards of the Company's dependent companies, requires the prior approval of the Supervisory Board.
- (3) Members of the Board of Management may not request or accept gifts or other advantages from third parties in connection with their tasks either on their own behalf or for other persons, nor may they grant third parties unfair advantages.
- (4) Members of the Board of Management are obliged to safeguard Company interests. No member of the Board of Management shall act in his own interests when taking decisions and take advantage of business opportunities intended for the Company or one of its dependent companies.
- (5) Each member of the Board of Management must disclose conflicts of interests to the Supervisory Board, for the attention of the chairman of the Supervisory Board, without undue delay and notify the Board of Management thereof. All transactions between the Company or one of the Company's dependent companies, on the one hand, and members of the Board of Management or persons, enterprises or associations related to them as defined in § 111a of the German Stock Corporation Act (AktG) (“Related Parties”), on the other hand, must meet the standards applicable to transactions conducted at arm's length. Unless the participation of the

Supervisory Board is required anyway according to § 112 AktG, such transactions require the approval of the Supervisory Board if the total value of the transactions exceeds an amount of EUR 5,000. Each member of the Board of Management conveys to the Company a list of his / her Related Parties and informs without delay about changes.

- (6) Members of the Board of Management are obliged to notify transactions conducted on their own account relating to the shares or debt instruments of the Company or to derivatives or other financial instruments linked thereto pursuant to the applicable statutory rules and within the applicable notification periods.

§ 6

Duty of secrecy

Members of the Board of Management are obliged to maintain secrecy. They shall ensure that employees engaged by them shall comply with this duty of secrecy in the same manner.

§ 7

Reporting duties

- (1) The Board of Management shall report to the Supervisory Board on the intended business policy and other fundamental issues concerning corporate planning (in particular financial, capital expenditure and personnel planning) at least once a year, unless changes to the situation or new issues necessitate an immediate report. In particular, it shall report on deviations from key figures for incoming orders, revenue, cash flow, EBIT adjusted and the capital expenditure amount of the annual business plan as well as any change of more than 5% in the employee figures taken into account in the annual personnel cost plan.
- (2) The Board of Management shall report to the Supervisory Board on the profitability of the Company, in particular the profitability of equity, at the meeting of the Supervisory Board devoted to discussion of the annual financial statements.
- (3) The Board of Management shall report to the Supervisory Board on a regular basis, at least each quarter, on the course of business, in particular on revenue and the situation of Company.
- (4) The Board of Management shall report transactions to the Supervisory Board which could be of considerable importance to the profitability or the liquidity of the Company in such a timely

manner that the Supervisory Board has an opportunity to comment on them before the transactions are conducted.

- (5) The reports to be submitted under paragraphs 1 to 4 above shall also deal at length with subsidiaries and joint undertakings (§ 310 German Commercial Code (HGB)).
- (6) The Board of Management shall report to the chairman of the Supervisory Board in case of important events according to § 90 (1) sent. 3 of the German Stock Corporation Act. An important event is defined as including a business measure at an associated company of which the Board of Management gains knowledge which could have a significant effect on the situation of the Company.

§ 8

Entry into effect

These Rules of Procedure entered into effect upon adoption by the Supervisory Board on March 17, 2020. The provisions set out in these Rules of Procedure apply only insofar as they are not inconsistent with the Articles of Association as amended.

Annexes: List of transactions subject to approval
 Schedule of responsibilities