

**Rules of Procedure
of the Executive Board
of GEA Group Aktiengesellschaft**

The Executive Board has revised its Rules of Procedure as follows:

**§ 1
Conduct of Business**

- 1) The Executive Board of GEA Group Aktiengesellschaft must conduct the business of GEA Group Aktiengesellschaft and GEA Group in accordance with the relevant provisions of the law, the company's Articles of Association, the Rules of Procedure of the Supervisory Board, these Rules of Procedure as well as group policies.
- 2) Within the scope of these Rules of Procedure, each Executive Board member shall independently manage and take responsibility for his/her allocated remit as shown in the current schedule of responsibilities. In so doing, each member has an obligation to keep the entire Executive Board constantly informed about all material business- related matters.
- 3) Within his/her remit, each Executive Board member will have the authority to issue group-wide guidelines and technical instructions to management level 1 executives that directly report to the respective Executive Board member. Management level 1 executives have a special duty to inform the Executive Board member of GEA Group Aktiengesellschaft that is authorized to give them specific technical instructions. Should remits overlap, the respective Executive Board members shall coordinate their actions prior to issuing instructions. They shall ensure the necessary exchange of information on material business matters.
- 4) The allocation of responsibilities shall not be deemed to discharge any Executive Board member from their joint responsibility for the management of the company as a whole.

**§ 2
Competence of the Executive Board**

- 1) The following matters are subject to Executive Board resolutions:
 - a) all matters that, according to the law, the Articles of Association, the Rules of Procedure of the Supervisory Board or a Supervisory Board resolution, require the consent of the Supervisory Board and/or one of its Committees;
 - b) all other matters of fundamental significance or material impact;
 - c) matters submitted by an Executive Board member to the Executive Board for resolution, or matters in respect of which an Executive Board member requests a resolution.

- 2) Pursuant to these Rules of Procedure, the Executive Board will, in particular, be responsible for adopting resolutions on the following matters concerning GEA Group Aktiengesellschaft or one of its affiliates:
- a) Transactions that must be presented to the Supervisory Board and/or its Committees (see Annex 1) or GEA's Annual General Meeting;
 - b) Strategic planning, mid-term planning, budget and capital expenditure plan; capital expenditure > EUR 2 million;
 - c) Acquisition of real property and/or real property rights and/or the disposal thereof as well as the construction, conversion, extension and refurbishment of real estate if > EUR 2 million or > EUR 40 million relative to transactions of a purely intra-group nature;
 - d) Acquisition, disposal and waiver of know-how, licenses, patents, brands as well as other intellectual property rights, if > EUR 2 million;
 - e) Material changes to the organizational structure;
 - f) Taking up new and/or withdrawing from material activities and operations;
 - g) Arrangement of financial instruments such as the issuance of debentures, taking out long-term loans, leases, factoring, other off-balance funding schemes outside the ordinary course of business, except when taking out and utilizing bank and commercial loans in the ordinary course of business;
 - h) Granting of loans, guarantees, warranties or comparable securities outside the ordinary course of business;
 - i) Agreement of new or amendment to existing cash and guarantee credit lines, insofar as they are outside the ordinary course of business, as well as exceeding of existing credit lines if the amount in question is greater than EUR 10 million;
 - j) Acquisition, foundation, disposal or any other change (increase, decrease, dissolution) in investments or shareholdings (i) if the amount (equity value or – if higher – enterprise value) of the individual transaction exceeds EUR 2 million and/or EUR 40 million relative to transactions of a purely intra-group nature, (ii) if the transaction leads to a book loss or negative cash flow of more than EUR 0.5 million, respectively, or (iii) if the transaction in question results in the respective investments being reclassified to “discontinued operations” on the balance sheet with the corresponding impact exceeding EUR 2 million;
 - k) Establishment of a new subsidiary or branch office;
 - l) Introduction, revocation or amendment of guidelines governing salaries, bonuses, pension benefits and other benefits classified as remuneration; award of collective special bonuses;

- m) Conclusion, amendment and cancellation of company agreements to the extent that they involve fringe benefits granted by the company;
 - n) Initiation of proceedings before state courts or courts of arbitration and lodging appeals if the amount in dispute is at least EUR 5 million or entering into settlement agreements to end legal disputes if the settlement amount (incl. interest, ancillary cost etc.) is at least EUR 5 million or – irrespective of the amount in dispute – if such action is taken against banks or is of significance in terms of corporate policy;
 - o) Decisions on (i) large projects undertaken by the Divisions "Liquid & Powder Technologies", "Food & Healthcare Technologies" and "Refrigeration Technologies" with order volumes exceeding EUR 40 million each, (ii) large projects undertaken by the Divisions "Farm Technologies" and "Separation & Flow Technologies", with order volumes exceeding EUR 25 million each, (iii) all projects with an accumulated negative cash flow in any month > EUR 1 million, (iv) all projects or project agreements involving substantial risks > EUR 20 resulting from liability for delay or not meeting agreed key performance indicators or a liability cap of more than 100% of the order volume, as well as (v) all projects or project agreements under which GEA Group Aktiengesellschaft or one of its affiliates is liable for any consequential damages (except for permitted exceptions);
 - p) Group-wide guidelines that impact the remits of more than one individual Executive Board member or are of fundamental importance;
 - q) Other legal transactions outside the ordinary course of business.
- 3) Insofar as equity interests in companies without affiliate status are concerned, the Executive Board will be responsible for deals or transactions of extraordinary importance inasmuch as GEA Group Aktiengesellschaft is in a position to control the respective business transactions.
- 4) The Executive Board may resolve that individual matters of a particular nature or certain kinds of matters must be submitted to it for resolution or require the consent of the Chairman of the Executive Board.

§ 3

Matters Subject to the Supervisory Board's Approval

- 1) Pursuant to § 9 of the Articles of Association and the Rules of Procedure of the Supervisory Board or its committees, respectively, as well as §§ 89, 114 German Stock Corporation Act (AktG), certain matters require the Supervisory Board's or its committee's approval.
- 2) To the extent defined in the Rules of Procedure of the Supervisory Board or its committees, the approval requirements set forth under § 9 of the Articles of Association will also apply to the corresponding transactions at affiliated companies.
- 3) The Executive Board must promptly inform the Chairman of the Supervisory Board of any planned transactions of this kind and obtain the approval of the Supervisory Board or its responsible committee, respectively.

§ 4**Reporting to the Supervisory Board**

- 1) The Executive Board shall inform the Supervisory Board regularly, without delay and comprehensively, of all issues important to the enterprise with regard to strategy, planning, business development, risk situation, risk management and compliance.
The Executive Board shall point to deviations of the actual business development from previously formulated plans and targets, indicating the respective reasons.
- 2) Within the scope of para. 1 above, the Executive Board shall report to the Supervisory Board in particular on
 - a) the planned business policy and other fundamental issues relating to the future conduct of business;
 - b) the profitability of the company, particularly the return on equity;
 - c) the course of business, in particular sales revenue and the company's position;
 - d) transactions that could have a special impact on the profitability or liquidity of the company.

Apart from that, the provisions of § 1 of the Rules of Procedure of the Supervisory Board of GEA Group Aktiengesellschaft will apply in relation to the Executive Board's duty to report to the Supervisory Board.

In addition, the Chairman of the Supervisory Board must be notified of any other important events. A commercial transaction executed by an affiliated company of which the Executive Board becomes aware and which may have a material impact on the company's situation is also deemed an important event.

- 3) The Supervisory Board may at any time demand a report from the Executive Board on matters relating to the company, its legal and business relationships with affiliated companies, as well as commercial transactions executed by such affiliates that could have a material impact on the company's situation.

§ 5**Chairman of the Executive Board**

- 1) The Chairman of the Executive Board will act as the spokesperson for the Executive Board vis-à-vis the Supervisory Board and its Chairman. In particular, he is accountable for compliance with the obligations under §§ 3 and 4 to the Supervisory Board, its Chairman and Deputy Chairman.
- 2) The Chairman of the Executive Board has the right and duty to enforce the implementation of the guidelines laid down with respect to the conduct of business, ensuring uniform conduct of business within the Executive Board and coordinating the work of the Executive Board. In order to be able to fulfill this task, the Chairman is entitled to require information from all other Executive Board members about matters relating to their respective remits. For their part, the Executive Board members are obliged to keep the Chairman constantly informed about all material matters involving their respective areas of responsibility.

- 3) Should the Chairman of the Executive Board be unable to perform his duties, he will be represented by the longest serving regular member on the Executive Board, and if there is more than one regular Executive Board member with the same seniority, then the oldest of such senior members will represent the Chairman.
- 4) All press releases and other disclosures of the company to the media must be agreed in advance with the Chairman of the Executive Board, unless the Chairman makes such announcements himself.

§ 6

Remits of the Members of the Executive Board

The Executive Board members shall agree among each other and in consultation with the Supervisory Board Chairman on the allocation of responsibilities, having due regard to the basic allocation of the function of Labor Relations Director to one of the Executive Board members. If no agreement can be reached, the Supervisory Board will allocate the responsibilities.

§ 7

Executive Board Committees

- 1) The Executive Board may establish special committees in order to prepare resolutions on matters of general or fundamental importance that, due to inherent specific problems, require preliminary clarification in a small team and in order to deal with other matters where it appears expedient to do so. Any Executive Board member may suggest that a matter submitted to the Executive Board for resolution should first be referred to a committee for deliberation.
- 2) In specific cases, the committees may consult Executive Board members that do not serve on the committee and demand from all Executive Board members any and all necessary information relating to their respective areas of responsibility.

§ 8

Resolutions

- 1) The Executive Board will adopt its resolutions at joint meetings, or, provided no Executive Board member objects, in writing, orally (including via telephone or telephone or video conference), by fax or other means of customary communication (e.g. by email or by casting votes within the framework of GEA Group's electronic approval process, the so-called "eApproval" system).
- 2) As a rule, and in line with company tradition, the Executive Board members voting on the resolution should come to an agreement on the resolution to be taken so that the resolution is adopted unanimously. However, each Executive Board member may demand that the matter be put to the vote if he/she regards this as necessary due to the urgency of the decision or for any other reason. In this specific case, the resolution requires a simple majority of the votes cast by all Executive Board members to be passed. In the event of a tie, the Chairman will have the casting vote. The Chairman of the Supervisory Board must be notified if important resolutions are not adopted unanimously.

- 3) Executive Board meetings are to take place at regular intervals. An Executive Board meeting shall be held prior to each Supervisory Board meeting and each Annual General Meeting to finalize motions to be submitted to the Supervisory Board and presented to the Annual General Meeting.
- 4) In all other cases, Executive Board meetings will be held whenever the Chairman considers it necessary or if the Supervisory Board or an Executive Board member demands that a meeting be called and specifies the matters to be addressed.
- 5) The Chairman may decide as to who may attend the meetings apart from the Executive Board members. He may decide to limit attendance to the Executive Board members.

§ 9

Calling and Chairing Executive Board Meetings

- 1) The Chairman will call and chair Executive Board meetings. By order of the Chairman, meetings may be held in English. Each Executive Board member is entitled to request that items be placed on the agenda in respect of which such member would like a resolution to be adopted. All members of the Executive Board must be invited to attend Executive Board meetings. The notice of the meeting shall be given no later than three days prior to the meeting and must set forth the matters in respect of which resolutions are to be taken.
- 2) The Executive Board will be deemed to have a quorum if at least half of the members of the Executive Board are present at the meeting.
- 3) Except in urgent cases, resolutions on matters relating to the remit of a particular Executive Board member may only be adopted if such member is present at the meeting, or otherwise only subject to his/her consent or the consent of his/her authorized representative, if applicable.

§ 10

Minutes of Meetings

Minutes will be taken during the meetings referred to in §§ 8 and 9 above and on oral resolutions adopted outside meetings, by an attendee designated by the Chairman, and such minutes will be signed by that individual. If the meetings mentioned under §§ 8 and 9 are held, or resolutions are taken, in English, the minutes shall also be recorded in English. In the other cases, the Chairman may also order that the minutes be taken in English. The members of the Executive Board will be sent a copy of the minutes. In the case of resolutions passed by majority vote, the voting results and, if the minority so desires, the names of those in the minority and their divergent opinions are to be recorded in the minutes. The minutes will be deemed approved if no participant raises any objections to the content or form of the minutes within one week of receiving them.

§ 11

Executive Board Review Meetings/Global Leadership Team

Executive Board review meetings including the Global Leadership Team will take place at regular intervals. These meetings serve the purpose of informing the Executive Board, in particular about

- strategy and mid-term planning;
- budget and other planning;
- current developments relating to net assets, results of operations and the financial position of the company, as well as
- material and extraordinary business transactions

of the Business Areas and organizational units. Statements made by the Executive Board during these Executive Board review meetings are no substitute for resolutions required to be adopted by the Executive Board of GEA Group Aktiengesellschaft.

§ 12

Conflicts of Interests, Sideline Activities

- 1) Each Executive Board member shall immediately disclose to the Supervisory Board (for the attention of the Supervisory Board Chairman) any conflicts of interests and inform the other Executive Board members accordingly. Any transactions between the company, on the one hand, and Executive Board members as well as persons or companies closely associated with them, on the other, must be at arm's length in accordance with customary standards. Material business transactions with a member of the Executive Board as well as persons or companies closely associated with them require the consent of the Presiding and Sustainability Committee.
- 2) Executive Board members may not take on sideline activities, in particular supervisory board mandates outside the Group, unless they have approval from the Presiding and Sustainability Committee. No Executive Board member will take on more than three supervisory board mandates in listed non-group companies or other non-group companies which make similar requirements.