

**Rules of Procedure
for the
Presiding and Sustainability Committee of the
Supervisory Board of GEA Group
Aktiengesellschaft**

Following the provisions of § 11 of the Rules of Procedure for the Supervisory Board of GEA Group Aktiengesellschaft, the Supervisory Board issues the following Rules of Procedure for the Presiding and Sustainability Committee of the Supervisory Board:

**§ 1
General and Functions**

- (1) The Presiding and Sustainability Committee shall exercise the functions incumbent on it in compliance with the applicable statutory regulations, the Articles of Association, the Rules of Procedure for the Supervisory Board and these Rules of Procedure.
- (2) The Presiding and Sustainability Committee shall be responsible for, and/or resolve on, the following matters 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 are also 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 provides 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, in particular the responsibility of the Innovation and Product Sustainability Committee for matters of product sustainability;
- 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) of the Rules of Procedure for the Supervisory Board 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 relating to divestments 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) of the Rules of Procedure for the Supervisory Board 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 inasmuch 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.
- (3) Irrespective of the assignment of responsibility to the Presiding and Sustainability Committee with respect to the subjects mentioned in Section 2 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.
- (4) For the rest, the Presiding and Sustainability Committee shall perform any tasks the Supervisory Board may assign to it on particular occasions.
- (5) The members of the Presiding and Sustainability Committee shall be committed to confidentiality in respect of confidential reports received and confidential matters discussed. They shall ensure that the employees involved by them will meet the confidentiality obligation in the same manner. The chairman of the Presiding and Sustainability Committee shall inform the Supervisory Board at its respective next meeting on the activities of the Presiding and Sustainability Committee.

§ 2

Composition and Term of Office

- (1) The Presiding and Sustainability Committee shall be made up of four members. It shall comprise the Chairman of the Supervisory Board, the deputy chairman of the Supervisory Board as well as one additional member from the groups of the shareholder and the employee representatives, respectively.
- (2) The chairman of the Presiding and Sustainability Committee shall be the Chairman of the Supervisory Board, deputy chairman shall be the Deputy Chairman of the Supervisory Board.
- (3) Unless resolved upon otherwise by the Supervisory Board, the members of the Presiding and Sustainability Committee shall be elected at the Supervisory Board's constituent meeting (§ 11 of the Articles of Association of GEA Group Aktiengesellschaft) for their term of office as members of the Supervisory Board.

§ 3

Meetings

- (1) Meetings of the Presiding and Sustainability Committee shall be called by the chairman with one week's notice. Any amendments of the Agenda shall be communicated by the 4th day prior to the meeting at the latest, unless an urgent case justifies subsequent notification.
- (2) For the rest, the provisions of the Rules of Procedure for the Supervisory Board concerning Supervisory Board meetings shall apply accordingly (§ 3 of the Rules of Procedure for the Supervisory Board except for its section 2 para. 2).

§ 4
Resolutions

- (1) The Presiding and Sustainability Committee shall be quorate if, after invitation of all members, at least three members attend the meeting or participate in the respective adoption of resolutions pursuant to para. 3. Members participating in a meeting via phone or video conference shall be deemed to be attending. Absent members can cast their vote in writing or in text form and have it presented by another member of the Presiding and Sustainability Committee.
- (2) Upon request by the chairman, resolutions of the Presiding and Sustainability Committee can also be taken outside meetings by vote submitted in writing, in text form (e.g. by fax or e- mail) or by phone.
- (3) During the meetings, the Presiding and Sustainability Committee shall adopt resolutions by simple majority of the votes, outside meetings by simple majority of the members. If there is a tied vote, the committee chairman shall have two votes for the repetition of the vote on the same subject. This notwithstanding, the Presiding and Sustainability Committee shall always seek unanimity of votes.
- (4) For the rest, the provisions of the Rules of Procedure for the Supervisory Board on resolutions of Committees (§ 10 sect. 2 of the Rules of Procedure for the Supervisory Board) or of the Supervisory Board shall apply by analogy (§ 4 of the Rules of Procedure for the Supervisory Board).

§ 5
Minutes of Meetings

- (1) The contents of the Presiding and Sustainability Committee meetings shall be laid down in minutes to be signed by the Committee chairman. The minutes shall state the place and date of the meeting, the participants, the items on the agenda, the essential contents of the debates and the resolutions of the Presiding and Sustainability Committee. A copy of the minutes shall be promptly submitted to each member of the Presiding and Sustainability Committee.
- (2) Resolutions which were not adopted at meetings shall be laid down by the chairman in writing and promptly submitted to all members.
- (3) For the rest, the provisions of the Rules of Procedure for the Supervisory Board relating to the minutes of meetings and records of resolutions shall apply analogously (§ 5 of the Rules of Procedure for the Supervisory Board).