

**Rules of Procedure for the
Executive Board of
STEMMER IMAGING AG**
(Non-binding convenience translation)

Preamble

On 04 April 2018, the Supervisory Board adopted the following Rules of Procedure for the Executive Board.

§ 1

Principles of the Management Board

1. The members of the Executive Board shall conduct the business of the Company in accordance with the provisions of the law, the Articles of Association, these Rules of Procedure, the schedule of responsibilities and their individual employment contracts.
2. The members of the Executive Board shall cooperate closely and on a basis of trust with the Supervisory Board for the benefit of the Company.
3. The members of the Executive Board shall exercise the due care and diligence of a prudent and conscientious manager in their management activities.
4. The duties of the Executive Board members shall include the management, organization and supervision of the Company's business operations on their own responsibility in the interest of the Company, i.e. taking into account the interests of the shareholders, its employees and other groups associated with the Company (stakeholders) with the aim of creating sustainable value.

§ 2

Definition of responsibilities for the business units

1. The Supervisory Board shall draw up a schedule of responsibilities for the Executive Board. The members of the Executive Board shall be assigned specific business units in accordance with a schedule of responsibilities. At the same time, the members of the Executive Board are obliged to fulfil their duties for the management of the Company to the best of their ability in joint responsibility.

2. Each member shall manage his assigned business unit independently and on his own responsibility, unless the Executive Board as a whole (entire Executive Board) is responsible. This does not affect the responsibility for the overall management.
3. The Executive Board members shall work collegially and regularly inform each other of major measures and transactions within the scope of their respective business unit. If members become aware of significant transactions concerning another business unit, they shall immediately inform the relevant member of the Executive Board.
4. If transactions of one business unit affect at least one other business unit at the same time, the members of the Executive Board concerned shall consult with each other. If an agreement fails, each member of the Executive Board is obliged to obtain a resolution of the entire Executive Board.
5. Each member of the Executive Board shall be obliged to obtain a resolution of the entire Executive Board if he has doubts as regarding the legality and/or serious concerns as to the appropriateness of a matter in another business unit and the doubts or concerns cannot be fully resolved by discussion with the relevant member of the Executive Board.
6. In urgent cases, the entire Executive Board may temporarily delegate responsibilities to another Executive Board member in deviation from the schedule of responsibilities, at the latest until the next meeting of the Supervisory Board. The Supervisory Board shall be informed immediately.

§ 3

Overall responsibility

1. The entire Executive Board shall decide on all matters that are of particular importance and significance for the Company and/or its subsidiaries and (direct or indirect) affiliated companies, and in particular on measures and transactions that go beyond the ordinary course of business or are associated with a particular economic risk, in particular on all matters in which a resolution by the entire Executive Board is required by law, the Articles of Association or these Rules of Procedure. In this respect, the entire Executive Board decides in particular on:

- a) Preparation of the annual financial statements, the management report, the consolidated financial statements and the group management report;
 - b) Convening the Annual General Meeting as well as motions and proposals of the Executive Board for resolution;
 - c) Matters of profound importance or economic risk for at least one business unit, e.g. with regard to the organizational structure, the business policy or the investment and financial planning;
 - d) Determination of fundamental business targets;
 - e) Disputes among the members of the Executive Board (in particular with regard to matters affecting several business units or due to unclear responsibilities according to the schedule of responsibilities);
 - f) Matters affecting all business units;
 - g) Matters within the area of responsibility of a member of the Executive Board which he submits for decision by the entire Executive Board;
 - h) Matters outside the business unit of an Executive Board member, but for which that Board member has doubts as to their legality and/or significant concerns as to their propriety;
 - i) Matters requiring the approval of the Supervisory Board;
 - j) Coordination of reporting to the Supervisory Board;
 - k) Conclusion and termination of contracts with employees with a total annual remuneration (basic salary plus variable remuneration components, but excluding fringe benefits and long-term incentives) of EUR 100,000.00 or more, including replacement hires;
 - l) Conclusion of consultancy agreements (fee and other freelance contracts) which are of material financial or strategic importance, i.e. which oblige the Company to pay a consideration of at least EUR 20,000.00 per financial year.
2. The execution of the measures decided by the entire Executive Board shall be initiated by the respective Executive Board members responsible and supervised by all Executive Board members.
 3. A member of the Executive Board may independently take measures and enter into transactions relating to his own and other business units, as well as relating to the entire management of the Company, without prior consultation with the other members of the Executive Board involved, if this is necessary, according to his due discretion, to avoid imminent serious disadvantages for the Company and no prior consultation with one or more other members of the Executive Board is possible. However, the measure may not go further than is objectively necessary to avoid the disadvantages. The other members of the Executive Board must be informed immediately of any such independent action.

§ 4

Procedures and decisions of the entire Executive Board

1. The entire Executive Board shall in principle take the decisions falling within its overall responsibility at meetings, which are held regularly, as a rule at least twice a month, after all members have been informed about the agenda in advance. The Chairman of the Executive Board/CEO shall prepare and convene the meeting. Any member of the Executive Board may request that a meeting be convened.
2. Resolutions may also be passed outside meetings by votes taken in writing, by telephone and/or by telex (e.g. by fax or email) if no member of the Executive Board objects to this procedure without delay.
3. The entire Executive Board shall constitute a quorum if the majority of the Executive Board members, but at least two (or at least three in the case of a Board size of four), including the Chairman of the Executive Board/CEO or his deputy, participate. Members who are connected by telephone or video conference shall be deemed to be present.
4. Absent Executive Board members may participate in the meetings by having votes submitted by other Executive Board members in written or text form (e.g. fax or email). The absent Board members shall be informed immediately of the resolutions passed in their absence. If a resolution concerns the business unit of an absent Executive Board member, he may object to the resolution if the objection is made immediately. In this case, a new and final decision on the subject of the resolution shall be taken at a new Executive Board meeting to be convened.

5. The entire Executive Board shall, as far as possible, adopt its resolutions unanimously. Decisions of the entire Executive Board shall be taken by a simple majority of the votes cast, unless other majorities are prescribed by law, the Articles of Association or the Rules of Procedure.
6. In the event of a tie, a further vote shall take place. In the event of another tie, the Chairman shall have the casting vote. In this case, the Chairman of the Executive Board/CEO shall inform the Chairman of the Supervisory Board.
7. For documentation purposes, minutes shall be taken of every meeting or resolution passed outside a meeting, showing the place of the meeting, the date, the participants and the manner in which they were present, the items on the agenda and the content of the resolutions and, in the case of resolutions not passed unanimously, the votes cast. The minutes shall be signed by the Chairman of the Executive Board/CEO and sent to all members of the Executive Board in a timely manner.

§ 5

Chairman of the Executive Board/CEO

1. The Chairman of the Executive Board/CEO represents the Company internally and externally; he represents the Executive Board vis-à-vis the Supervisory Board. In individual cases, he may delegate this authority to another member of the Executive Board.
2. In addition to the duties arising from the law, the Articles of Association and these Rules of Procedure, the Chairman of the Executive Board/CEO shall coordinate all business units and work to ensure that the management of the Company is uniformly aligned with the Company's targets.
3. In order to fulfil his duties, the Chairman of the Executive Board/CEO may request information from all members of the Executive Board about their business units. The members of the Executive Board shall regularly inform the Chairman of the Executive Board/CEO about the essential transactions in their business unit.
4. The rights and duties of the Chairman shall, in the event of his being prevented from attending, pass to his deputy, if any, otherwise to the Executive Board member designated by the Supervisory Board for this purpose for the duration of his being prevented from attending.

§ 6

Cooperation with the Supervisory Board; Transactions requiring consent

1. The Executive Board shall inform the Supervisory Board regularly, without delay and comprehensively about all issues of risk, risk management and compliance that are relevant to the Company. It shall coordinate the Company's main strategic orientation with the Supervisory Board and shall discuss the status of strategy implementation with the Supervisory Board at regular intervals.
2. If events or developments occur in the business operations of the Company that significantly jeopardize strategy implementation or the achievement of the targets set, the Executive Board shall report this to the Supervisory Board without delay.
3. Unless otherwise provided for in these Rules of Procedure, the members of the Executive Board or the Executive Board shall require the prior consent of the Supervisory Board for all legal transactions and other measures which, by their nature or scope, go beyond the ordinary business operations of the Company. In this respect, the following in particular shall be deemed to require approval:
 - a) Establishment, acquisition, sale and termination of companies, parts of companies, operating fixed assets and shares, dormant companies as well as related commitment transactions;
 - b) Taking up new and discontinuing existing lines of business; changing the essential strategic orientation of existing business activities;
 - c) Conclusion and termination of rental or lease agreements with a fixed term of more than one year, if the annual rent or lease payments exceed EUR 250,000.00;
 - d) Adoption of measures / conclusion of contracts or investments in tangible and financial assets outside the approved budget with a value exceeding EUR 250,000.00;
 - e) Conclusion of loan agreements if they exceed an amount of EUR 1,000,000.00;
 - f) Changes in the principles of human resources policy, including the introduction, amendment and discontinuation of regulations generally binding on the Company with regard to the remuneration of employees, the introduction of company pensions or pension plans or a share in the profits of employees, as well as economically comparable arrangements (e.g. fiduciary relationships, partial loans, option agreements, etc.).
 - g) Conclusion and termination of contracts with employees with a total annual remuneration (basic salary plus variable remuneration components, but excluding fringe benefits and long-term incentives) above an amount of EUR 200,000.00

- gross per year, also in the case of replacement hires;
- h) Initiation and termination of legal disputes by and against the Company which are of fundamental importance or pose a financial risk of more than EUR 200,000.00;
 - i) Acquisition, sale and mortgaging of real estate, parts of real estate and rights equivalent to real estate, as well as their development;
 - j) Granting of participating loans; granting of loans, provided that it does not involve the granting of mere payment terms from ordinary trade transactions and the portion not covered by credit insurance amounts to more than EUR 200,000.00; the granting of loans to affiliated companies is not included in the granting of loans;
 - k) Engaging in speculative financial transactions (in particular investing in currencies, derivatives or securities);
 - l) Granting of securities for third parties (with the exception of affiliated companies), in particular the assumption of sureties, guarantees and letters of comfort;
 - m) Conclusion of contracts with members of the Executive Board or persons related to them within the meaning of Section 15 of the Fiscal Code of Germany (AO) or companies related to these persons, with the exception of contracts with companies affiliated with the company under group law (de facto or real group relationship);
 - n) Complete or partial sale of substantial parts of the business or merger of the Company;
 - o) Establishment, discontinuation and transfer of effective administrative headquarters and subsidiaries;
 - p) Approval of the annual consolidated budget (investment, financial, turnover, operating profit and HR plans) and implementation of corresponding measures in the case of legal entities controlled by the Company, insofar as these are not already included in the consolidated budget;
 - q) Disposals of tangible and intangible operating assets (such as trademark rights, domains, patent rights) outside the ordinary course of business;

- r) Conclusion, amendment and termination of control and profit transfer agreements and similar intercompany agreements within the meaning of Section 291 et seq. of the German Stock Corporation Act (AktG);
 - s) Conclusion, amendment and termination of joint venture agreements or consortium agreements and other company agreements outside the ordinary course of business;
4. The Executive Board shall also obtain the consent of the Supervisory Board if, in the case of affiliated companies, it participates
- a) in transactions of the types specified in paragraph 3, or
 - b) in capital increases and capital decreases
- by giving instructions, giving consent or casting votes.
5. If the Supervisory Board refuses to give its consent, the Executive Board may demand that the General Meeting resolve on such consent. The resolution by which the General Meeting gives its consent shall require a majority of at least three quarters of the votes cast (section 111 para. 4 of the German Stock Corporation Act (AktG)).
6. If the prior consent of the Supervisory Board cannot be obtained without disadvantages for the Company, the consent of the Chairman of the Supervisory Board (or, if he is prevented, of the Deputy Chairman of the Supervisory Board) shall be obtained. The Supervisory Board shall be informed thereof at the next meeting. Insofar as it is necessary to avoid imminent serious disadvantages for the Company and no prior consent of the Supervisory Board can be obtained pursuant to this paragraph 6, the Executive Board shall be entitled to take averting measures without the consent of the Supervisory Board by exercising due discretion. However, the preventive measure may not go further than is objectively necessary to avoid the disadvantages. The Supervisory Board shall be informed immediately of any such action by the Executive Board.
7. The Supervisory Board may give its revocable consent to certain types of transactions requiring its approval, either generally or subject to the fulfilment of the conditions specified by the Supervisory Board for individual transactions.

§ 7
Reporting

1. Apart from its statutory obligations, the Executive Board shall inform the Supervisory Board regularly, promptly and comprehensively about the course of business and all issues of planning and business development relevant to the Company and its affiliated companies as well as the risk situation and risk management and, in particular, about events and developments that could jeopardize the achievement of the planned targets. Reporting is generally carried out in a form agreed upon with the Supervisory Board in terms of content and structure. The reports shall be submitted exclusively via the Chairman of the Executive Board.
2. For regular information of the Supervisory Board, the Executive Board shall send a report to all members of the Supervisory Board at the end of each month.
3. The Executive Board shall inform the Chairman of the Supervisory Board without delay of important events that are of material significance for the assessment of the situation and development as well as for the management of the Company.

§ 8
Compliance / Risk Management / Early Risk Detection

1. The Executive Board shall ensure compliance with the legal provisions and internal company guidelines and shall work towards their observance by the direct / indirect subsidiaries and associated companies (compliance). It shall ensure appropriate risk management and the best possible early risk detection.
2. The members of the Executive Board shall not pursue private interests that conflict with the interests of the Company in the performance of their management duties. They are subject to a non-competition clause pursuant to Section 88 of the German Stock Corporation Act (AktG) during their employment with the Company.
3. Each member of the Executive Board shall inform the Supervisory Board without delay of any conflicts of interest affecting him as well as persons or companies closely associated with him.

4. All transactions - including those in compliance with the approval requirement - between the Company on the one hand and the members of the Executive Board or persons or companies related to them on the other hand shall be conducted at normal market terms.
5. The Executive Board shall ensure that the above paragraphs (1) to (4) also apply to all other persons authorized to sign for the Company.
6. Risk provisioning shall include all operational areas that pose a risk to the operation or continued existence of the Company. In particular, the Executive Board shall at all times keep itself adequately informed of the financial and economic situation of the Company and shall take all measures to obtain such information.
7. Each member of the Executive Board shall ensure that all declarations of and to the Company and all other business transactions, the provability of which may be of interest to the Company, are recorded in writing, electronically or otherwise in a documentable form for the purpose of preserving evidence.

§ 9

Entry into force; Period of validity

These Rules of Procedure shall enter into force upon the passing of the corresponding resolution by the Supervisory Board and shall be valid for an indefinite period of time.

Annex:

Schedule of responsibilities

Annex to the Rules of Procedure: Schedule of responsibilities STEMMER IMAGING AG as of December 2022

Name	Arne Dehn CEO	Uwe Kemm COO
Executive Board units	<ul style="list-style-type: none"> • Corporate Strategy and Development • Marketing • Product Management • Regional Management • Purchase & Logistics • Production • Finance & Controlling¹ • Governance¹ • Risk & Compliance¹ • Investor Relations • M&A 	<ul style="list-style-type: none"> • New Business & Corporate Development • International Sales Enablement • Technical Support • Field Application & Project Management Office • Research & Development • IT • Human Resources & Organizational Development • Sales Region Central Europe

¹ These tasks are primarily performed by a CFO, who is not himself a corporate body and whose supervision is the responsibility of the CEO.