



RULES OF PROCEDURE

Supervisory Board

Dürr AG



**RULES OF PROCEDURE
for the Supervisory Board
of Dürr Aktiengesellschaft
registered in Stuttgart
as amended on September 29, 2021**

In today's meeting, the Supervisory Board of Dürr Aktiengesellschaft has unanimously revised its existing rules of procedure dated September 30, 2020, in addition to the provisions set out in Section IV of the articles of incorporation, and adopted the following version:

Section 1 General

The Supervisory Board shall conduct its activities in accordance with the provisions of law, the articles of incorporation and these rules of procedure.

Section 2 Election of chairperson and deputy chairperson

1. The Supervisory Board shall elect a chairperson and a deputy chairperson from its midst. The election shall be supervised by the oldest member of the Supervisory Board.
2. The appointment shall be valid for the term of office of the elected Supervisory Board member. In the event that the chairperson or deputy chairperson resigns from the Supervisory Board before the end of his/her term of office, the Supervisory Board shall, without delay, elect a successor for the resigning member.
3. The Supervisory Board may elect from its midst another deputy to represent the first deputy chairperson.

Section 3 Meetings and resolutions

1. The meetings of the Supervisory Board shall be held, in compliance with Section 110 (3) of the German Stock Corporation Act, at the registered office of the company or at another meeting venue specified in the invitation.

2. An absent Supervisory Board member may have his/her written vote delivered by another Supervisory Board member. The same applies to the second vote cast by the chairperson of the Supervisory Board. In addition, absent Supervisory Board members may cast their votes during a meeting or subsequently within an appropriate time frame to be specified by the person chairing the meeting, either verbally, by telephone, by telefax, by e-mail or via other commonly used telecommunication media, in particular via video conference link.
3. By order of the chairperson of the Supervisory Board, resolutions may also be adopted verbally, by telephone, in writing, by telefax, by e-mail or via other commonly used telecommunication media, in particular via video conference link. In the case of abstentions outside meetings, the provisions relevant for the chair of the meeting and the passing of resolutions at meetings as well as for the preparation of minutes shall apply analogously.
4. Matters submitted to the chairperson of the Supervisory Board by the members of the Supervisory Board no later than ten days prior to a meeting shall be included in the agenda.
5. The meeting shall be presided over by the chairperson of the Supervisory Board or, if he/she is unavailable, by his/her deputy.
6. Resolutions of the Supervisory Board shall be adopted with a simple majority of the votes cast, unless otherwise specified by law or the articles of incorporation. This also applies to elections. The chairperson determines the type of voting. However, if a member of the Supervisory Board requests a secret vote, a secret vote shall be held.
7. In cases where the chairperson of the Supervisory Board has given his/her pre-consent in accordance with Clause 7.2 of the current rules of procedure, the full Board shall pass a resolution on the relevant matter at the next Supervisory Board meeting.
8. The meetings of the Supervisory Board shall be attended by the members of the Board of Management, provided this is decided by the chairperson of the meeting. Members of the Board of Management may be consulted at committee meetings at the request of the respective committee chairperson.

The auditor(s) shall participate in the annual meeting held to approve the financial statements. If the auditor is called in as an expert at a meeting of the Supervisory Board or one of its committees, the members of the Board of Management shall not attend this meeting unless the Supervisory Board or the committee deems his participation necessary.

Section 4 Duty of confidentiality

1. Each member of the Supervisory Board shall undertake to maintain confidentiality of all confidential information and company secrets, i.e. trade or business secrets, of which he/she has gained knowledge through his/her Supervisory Board activity; this shall also apply after his/her term of office as Supervisory Board member has finished.
2. If a Supervisory Board member wishes to share any information of which he/she has gained knowledge in his/her capacity as Supervisory Board member with third parties outside the Dürr Group, he/she must inform the chairperson of the Supervisory Board of this in advance. No confidential information, in particular information referred to as strictly confidential in Supervisory Board meetings, must be shared, even within the Dürr Group.
3. Written reports submitted to the Supervisory Board by the Board of Management shall be delivered to the Supervisory Board members, unless otherwise decided by the Supervisory Board on a case-by-case basis. Audit reports provided to the Supervisory Board members shall be returned to the chairperson of the Supervisory Board after the meeting held to approve the financial statements.
4. Each Supervisory Board member shall, at the end of his/her mandate, undertake to return to the chairperson of the Supervisory Board all company documents he/she has received during his/her term of office. This shall also apply to any copies of such documents made by the Supervisory Board member him/herself.

Section 5 Committees

1. The Supervisory Board may form committees; it must form an audit committee (section 7a).
2. The committees shall fulfill, in the name and on behalf of the full Supervisory Board, the functions assigned to them under these rules of procedure and special Supervisory Board resolutions.
3. The Supervisory Board shall nominate one committee member as chairperson of the committee.
4. The chairperson of the committee may consult members of the Supervisory Board who do not belong to the committee.

5. The chairperson of the Supervisory Board shall be entitled to attend every meeting of every committee.

Section 6 Personnel committee and executive committee

1. The Supervisory Board shall form a personnel committee, which also acts as the executive committee. The personnel committee/executive committee shall consist of four members: the chairperson of the Supervisory Board, one further member on the proposal of shareholder representatives and two further members on the proposal of the employee representatives. These three further members shall be elected by all members of the Supervisory Board with a majority of the votes cast.
2. The chairperson of the Supervisory Board, by virtue of this role, shall be the chairperson of the personnel committee/executive committee.
3. The personnel committee/executive committee shall have the following responsibilities:
 - a) preparing the conclusion, amendment and termination of employment or post-employment contracts or other contracts governing compensation elements with members of the Board of Management, in particular finalizing such contracts with the members of the Board of Management ready for signing, as well as submitting proposals for resolutions on such matters to the Supervisory Board;
 - b) the conclusion, amendment and termination of other agreements, in particular credit agreements, with members of the Board of Management;
 - c) granting of Supervisory Board consent for cases pursuant to Sections 88, 89, 114 and 115 of the German Stock Corporation Act.

Section 7 Mediation committee

1. Pursuant to Article 13 (2) of the articles of incorporation, the Supervisory Board shall form a mediation committee, in accordance with Section 27 (3) of the German Co-determination Act, as soon as a chairperson and a deputy chairperson have been elected.
2. The mediation committee shall have the responsibilities assigned to it in accordance with Section 31 (3) of the German Co-determination Act.

3. The chairperson of the Supervisory Board, by virtue of this role, shall be a member and chairperson of the mediation committee.

Section 7a Audit committee

1. The Supervisory Board shall form an audit committee consisting of six members. The chairperson and another two members on the proposal of the shareholder representatives, and three further members on the proposal of the employee representatives. The members of the audit committee shall be elected by all members of the Supervisory Board with a majority of the votes cast. If the chairperson of the Supervisory Board has been elected as a member of the audit committee, he/she cannot be chairperson of the committee. The chairperson of the audit committee should not be a former member of the company's Board of Management whose appointment ended less than two years previously. He/she must have specific knowledge and experience in applying accounting principles and internal control procedures and must be familiar with the audit of the financial statements and be independent of the Company, the Board of Management and any controlling shareholder. A further member of the audit committee must have expertise in the field of accounting or auditing.
2. The audit committee shall have the following responsibilities:
 - a) monitoring and reviewing the accounting process, the efficiency of the internal control system, the risk management system and the internal auditing system as well as the external audit;
 - b) monitoring, reviewing and discussing the company's financial reporting with the Board of Management prior to each publication, including an assessment of whether six-monthly reports or interim reports require an audit review, as well as submitting a proposal to the Supervisory Board for the appointment of the auditor to conduct the audit review;
 - c) submitting a recommendation to the Supervisory Board on whether the annual financial statements along with the management report of the company and the Dürr Group can be approved;
 - d) submitting a recommendation to the Supervisory Board on whether the use of net retained profit proposed by the Board of Management can be supported;
 - e) monitoring and reviewing compliance;
 - f) submitting a recommendation to the Supervisory Board to propose the appointment of an auditor;

- g) submitting a proposal to the Supervisory Board for determining the key points of the audit and for the engagement of the auditor as well as submitting a proposal for the engagement of an auditor to audit the non-financial declaration, where applicable;
- h) ascertaining the independence of the auditor, the quality of the final audit, and reviewing the services additionally performed by the auditor where applicable, and ascertaining whether the level of fees and the further provisions of the fee agreement with the auditor are appropriate.
- i) implementing and carrying out the procedure pursuant to Section 111a (2) sentence 2 of the German Stock Corporation Act (AktG) to assess whether transactions with related parties are conducted in the ordinary course of business and under normal market conditions, and, where required, deciding whether to grant approval for transactions with related parties pursuant to Section 111b AktG. Where one or several members of the Audit Committee are not to be part of the Audit Committee pursuant to Section 107 (3) sentence 5 AktG when a decision is taken pursuant to Section 111b (1), the committee, when taking the relevant decision, shall be composed solely of members to whom the grounds for exclusion under Section 107 (3) sentence 5 AktG do not apply; in the event that, when the relevant decision is taken, the Audit Committee no longer comprises a minimum of three members or there is not a minimum of three members participating in the adoption of the resolution due to several members being excluded, the decision shall be taken by the full Supervisory Board pursuant to Section 111b (1) AktG.

Section 7b Nominating committee

1. The Supervisory Board shall form a nominating committee, consisting of a chairperson and two further members. The committee members shall be elected by the shareholder representatives. Only shareholder representatives may be elected.
2. The nominating committee shall be responsible for proposing suitable candidates to the Supervisory Board for the election of shareholder representatives at the annual general meeting.

Section 8 Convening committee meetings

Committee meetings shall be convened by the respective chairperson. Each member has the right to submit a meeting request to the chairperson by stating a reason.

Meetings shall be convened as often as deemed necessary. As a rule, the notice period for convening a meeting shall not be at least three working days.

Section 9 Committee quorum

Committees shall only be quorate if at least three committee members of a committee which has four members and if at least four members of a committee which has six members, participate in the voting. Committee resolutions shall be adopted with a simple majority of the votes cast, unless otherwise specified by law or the articles of incorporation; this shall also apply to elections. Abstentions are to be counted when determining whether a meeting is quorate; however, these shall not count when determining the majority of the votes cast. The provisions adopted for the Supervisory Board in the articles of incorporation and these rules of procedure shall apply accordingly to the internal order of the committees, unless otherwise specified.

Section 10 Minutes

Minutes shall be prepared for the meetings of the Supervisory Board and the committees, and must be signed by the person chairing the relevant meeting.

Bietigheim-Bissingen, September 29, 2021

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Supervisory Board of Dürr Aktiengesellschaft
represented by the chairman,
Mr. Gerhard Federer

Please note:
This is a convenience translation. Only the German text is legally binding.