

STEMMER IMAGING AG

RULES OF PROCEDURE for the SUPERVISORY BOARD

(Convenience translation)

The Supervisory Board shall adopt the following Rules of Procedure within the framework of the mandatory legal provisions and the Articles of Association:

§ 1 General

1. The Supervisory Board conducts its business in accordance with the provisions of law, the Articles of Association and these Rules of Procedure. It complies with the recommendations of the German Corporate Governance Code in its currently valid version, to the extent that the annual Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG) states that they are complied with.
2. The Supervisory Board must regularly advise and monitor the Executive Board in the management of the company. It must be involved in decisions of fundamental importance to the company.
3. In the performance of its duties, the Supervisory Board shall cooperate with the other executive bodies of the Company in a spirit of trust for the benefit of the Company. Its members are not bound by orders or instructions.

§ 2 Chairman, Deputy Chairman

1. At its first constituent meeting, held immediately after the election of new members by the Annual General Meeting, the Supervisory Board elects the Chairman and Deputy Chairman from among its members under the chairmanship of the oldest Supervisory Board member in terms of age. No special invitation to this Supervisory Board meeting is required.
2. The election is held for the respective term of office of the elected Supervisory Board member. If the Chairman of the Supervisory Board or his deputy resigns before the end of his term of office, the Supervisory Board must immediately hold a new election for the remaining term of office of the resigning member.
3. The Deputy Chairman shall have the rights and duties of the Chairman of the Supervisory Board in the event of his being prevented from attending to his duties, unless expressly provided otherwise in these rules of procedure.

§ 3 Meetings

1. The Supervisory Board is convened as required. It must meet twice per calendar half-year. In addition, the Supervisory Board shall be convened if requested by a member of the Supervisory Board or by the Executive Board, stating the purpose and reasons.
2. With regard to the convening of the Supervisory Board meetings, the chairmanship of the meeting and the agenda items, the provisions of the Articles of Association apply first and foremost.
3. The Chairman or, if he is prevented, the Deputy Chairman may, at the request of the Executive Board or otherwise at his discretion, postpone the discussion and adoption of resolutions on individual agenda items.
4. The agenda is to be supplemented if requested by a member of the Supervisory Board or the Executive Board, stating the purpose and reasons, and the supplement can be notified in good time before the end of the convening period. Motions for resolutions on agenda items shall be notified in good time before the meeting so that absent members of the Supervisory Board can vote in writing.
5. The Chairman may cancel or postpone a convened meeting at his own discretion.
6. The Chairman appoints the keeper of the minutes. He shall decide on the involvement of experts and persons providing information for consultation on individual items on the agenda.

§ 4 Adoption of Resolutions

1. With regard to resolutions of the Supervisory Board, the provisions of the Articles of Association apply first and foremost.
2. Minutes shall be kept of the discussions and resolutions of the Supervisory Board as evidence, but not as a requirement for effectiveness, showing the place and date of the meeting, the participants and the nature of their presence, the items on the agenda, the essential content of the discussions and the content of the resolutions. The minutes may be prepared by a person who is not a member of the Supervisory Board. They shall be signed by the Chairman or his deputy chairing the meeting and shall be sent to all members of the Supervisory Board without delay. The minutes shall be approved by resolution of the Supervisory Board at the following ordinary meeting.

§ 5 Appointment and dismissal of members of the Executive Board

1. When appointing and dismissing members of the Executive Board, the Supervisory Board – together with the Executive Board – is required to ensure long-term succession planning.
2. The reappointment of a member of the Executive Board before the end of the appointment period with simultaneous termination of the appointment may be made in special circumstances.

§ 6 Rules of Procedure of the Executive Board, subject to approval

1. The Supervisory Board shall issue Rules of Procedure for the Executive Board within the framework of the mandatory statutory provisions and the provisions of the Articles of Association.
2. The Rules of Procedure of the Executive Board must specify, among other things, which transactions may only be carried out with the approval of the Supervisory Board.

§ 7 Special duties of the Supervisory Board members

1. The members of the Supervisory Board must - even after their term of office has ended - maintain secrecy with regard to confidential information and secrets concerning the Company, in particular business and trade secrets, disclosed to them in the course of their activities on the Supervisory Board. If a member of the Supervisory Board wishes to pass on information to third parties, information of which it cannot be excluded with certainty that it is confidential or concerns secrets of the Company, he is obliged to inform the Chairman of the Supervisory Board in advance and give him the opportunity to comment.
2. Each member of the Supervisory Board is obliged to disclose potential conflicts of interest to the Supervisory Board without delay. This applies in particular to conflicts of interest that may arise as a result of an advisory or executive function with customers, suppliers, lenders or other business partners. The procedure for such disclosure shall be agreed with the Chairman of the Supervisory Board. In its report to the Annual General Meeting, the Supervisory Board shall provide information on any conflicts of interest that may have arisen and how they were handled. Material and not only temporary conflicts of interest in the person of a member of the Supervisory Board shall lead to the termination of the mandate by way of resignation from office.
3. Each member of the Supervisory Board must comply with the statutory information and publication obligations applicable to his function as a member of the Supervisory Board, such as the immediate reporting of own transactions (so-called Directors' Dealings) in shares and debt instruments of the Company including the derivatives relating thereto. The granting of loans by the Company to members of the Supervisory Board and their relatives requires the approval of the Supervisory Board (see section 115 of the German Stock Corporation Act (AktG)). Any consultancy and other service and work contracts between a member of the Supervisory Board and the Company require the approval of the Supervisory Board (see sections 113, 114 of the German Stock Corporation Act (AktG)).

§ 8 Self-evaluation

The Supervisory Board shall regularly assess the effectiveness of the overall performance of its tasks and that of its committees. In doing so, it may call in external consultants for support.

Munich, 30.06.2020

Klaus Weinmann
(Chairman of the Supervisory Board)