

First Sensor AG

Berlin

Rules of Procedure for the Personnel and Nomination Committee of the Supervisory Board

§ 1

Constitution

The Personnel and Nomination Committee of the Supervisory Board of First Sensor AG (hereinafter referred to as the "**Company**") is established on the basis of the rules of procedure of the Supervisory Board of the Company. Unless the present Rules of Procedure contain any deviating provisions, the provisions of the rules of procedure for the Supervisory Board of the Company shall apply accordingly.

§ 2

Requirements for the members of the Personnel and Nomination Committee

The Supervisory Board ensures that the members of the Personnel and Nomination Committee have the necessary knowledge, skills and professional experience to properly perform the tasks of the committee.

§ 3

Tasks

1. The Personnel and Nomination Committee prepares the personnel decisions of the Supervisory Board, in particular it makes proposals for the appointment and termination of the appointment of members of the Executive Board. It also submits, within the framework of the statutory provisions, a proposal for the target figure for the proportion of women on the company's Executive Board and a deadline for achieving it.
2. The Personnel and Nomination Committee submits proposals to the Supervisory Board for resolution on the remuneration system and on its regular review, on the determination of the remuneration of the individual members of the Executive Board and on the reduction of the remuneration. The Personnel and Nomination Committee examines the appropriateness and customary nature of the proposed compensation, taking into account horizontal and vertical comparability and the recommendations of the German Corporate Governance Code.

3. The Personnel and Nomination Committee searches for suitable candidates for vacant positions as members of the Executive Board. The Personnel and Nomination Committee may also commission external consultants to conduct this search.
4. The Personnel and Nomination Committee searches for suitable candidates for vacant positions as members of the Supervisory Board. The Personnel and Nomination Committee prepares proposals for resolutions to be submitted to the General Meeting.
5. The Personnel and Nomination Committee prepares the personnel decisions of the Supervisory Board. The Personnel and Nomination Committee decides - if it consists of three members - on the following matters on behalf of the Supervisory Board:
 - a) Conclusion, amendment and termination of service and pension contracts with members of the Executive Board and the execution of all measures resulting from the execution of these agreements, with the exception of decisions reserved for the Supervisory Board in accordance with section 107 para. 3 sentence 7 of the German Stock Corporation Act (*AktG*), which are, however, prepared by the Personnel and Nomination Committee;
 - b) other legal transactions with members of the Executive Board in accordance with section 112 German Stock Corporation Act (*AktG*);
 - c) Granting of loans to the group of persons named in section 115 German Stock Corporation Act (*AktG*).
6. The Personnel and Nomination Committee regularly discusses long-term succession planning for the Executive Board. In doing so, it takes into account the Company's management planning and also pays attention to diversity.
7. Conflicts of interest are disclosed by members of the Executive Board or the Supervisory Board to the Personnel and Nomination Committee in place of the Supervisory Board. The chairman of the Personnel and Nomination Committee is responsible for accepting the declarations.
8. The Personnel and Nomination Committee decides on a self-exemption from the obligation to publish an ad-hoc announcement in accordance with section 17 para. 4 of the Market Abuse Regulation, insofar as it concerns inside information that falls within the exclusive remit of the Supervisory Board.

§ 4

Information of the Personnel and Nomination Committee

For the purpose of performing the duties assigned to it, the Personnel and Nomination Committee shall be entitled to obtain all necessary information from the Executive Board and to inspect all business documents of the Company or to demand their presentation from the Executive Board. In individual cases, the Personnel and Nomination Committee may authorize a committee member to exercise the rights assigned to the Personnel and Nomination Committee above on his own.

§ 5

Convocation, passing of resolutions

1. The meetings of the Personnel and Nomination Committee are convened by the chairman of the Personnel and Nomination Committee with at least two weeks' notice. In urgent cases, the chairman may shorten the notice period and convene meetings orally, by telephone, by fax or by means of electronic media, in particular e-mail.
2. Each member of the committee has the right to request that a meeting be convened, stating the reason for the request.
3. In exceptional cases, decisions of the Personnel and Nomination Committee may be taken outside of meetings by order of the chairman. In this event, section 6 para. 1 of the rules of procedure of the Supervisory Board shall apply accordingly.
4. The chairman of the committee may invite individual members of the executive board to attend the meetings.

§ 6

Reporting to the Supervisory Board

The Chairman of the Personnel and Nomination Committee regularly reports to the Supervisory Board on the activities of the Personnel and Nomination Committee.

§ 7

Confidentiality

For the members of the Personnel and Nomination Committee, the confidentiality obligation pursuant to section 12 of the rules of procedure of the Supervisory Board applies accordingly.
