

First Sensor AG
Berlin
Rules of Procedure for the Supervisory Board

At its meeting on October 9, 2019, the Supervisory Board adopted the following Rules of Procedure:

§ 1 In General

1. The Supervisory Board consists of six members. Four of these members are elected by the General Meeting (shareholder representatives) and two members are elected by the employees (employee representatives) in accordance with the provisions of the German Act on the One-Third Participation of Employees on the Supervisory Board (*DrittelbG*) in its current version.
2. The Supervisory Board performs its activities in accordance with the statutory provisions, the Company's Articles of Association and these Rules of Procedure. In performing its duties, the Supervisory Board shall cooperate with the other corporate bodies of the Company in a spirit of trust for the benefit of the Company. Its members have - subject to the right of the chairman of the Supervisory Board to a second vote - the same rights and obligations and are not bound by orders and instructions.
3. The Supervisory Board regularly reviews the efficiency of its activities and the proper fulfillment of its obligations under the law, the Articles of Association and these Rules of Procedure. A corresponding agenda item shall be regularly placed on the agenda of the Supervisory Board meeting.
4. Each member of the Supervisory Board and each substitute member may resign from office at any time without stating reasons by giving one month's written notice to the end of the month. The possibility of an immediate resignation for good cause remains unaffected. The resignation must be declared in writing to the Executive Board.

§ 2 Chairman of the Supervisory Board

1. The chairman of the Supervisory Board represents the Supervisory Board externally and vis-à-vis the Management Board. In all other respects, he has the duties and rights laid down by law, the Articles of Association and these Rules of Procedure

2. The chairman of the Supervisory Board is authorised to make the declarations of intent required to implement the resolutions of the Supervisory Board on behalf of the Supervisory Board. The chairman of the Supervisory Board shall also make other declarations of intent on behalf of the Supervisory Board. The chairman of the Supervisory Board is authorized to receive declarations on behalf of the Supervisory Board.
3. The deputy chairman of the Supervisory Board shall only have the rights and duties of the chairman of the Supervisory Board as stipulated by law, the Articles of Association and these Rules of Procedure if the chairman is prevented from exercising his office. If the deputy chairman of the Supervisory Board is also prevented from exercising his office, the oldest member of the Supervisory Board in terms of age who was elected by the General Meeting shall represent the chairman of the Supervisory Board.

§ 3 Election of the chairman of the Supervisory Board

1. Following the General Meeting at which the Supervisory Board members were newly elected, the Supervisory Board convenes for a meeting without special invitation and elects a chairman and a deputy chairman from among its members for the duration of its term of office.
2. If the chairman of the Supervisory Board or his deputy resigns before the end of the term of office, a successor to the resigning member shall be elected immediately under the chairmanship of the oldest member of the Supervisory Board in terms of years of age for the remaining term of office; Section 6 para. 1 shall remain unaffected.

§ 4 Convocation of the Supervisory Board

1. The meetings of the Supervisory Board are convened by the chairman of the Supervisory Board with at least two weeks' notice, not counting the day on which the invitation is sent and the day of the meeting. Meetings may be convened in writing, by telegram, fax or e-mail attachment. In urgent cases this period may be shortened to three working days. The chairman of the Supervisory Board may cancel or postpone a convened meeting at his own discretion.
2. The Supervisory Board is convened as required. The Supervisory Board shall hold a meeting at least once every calendar quarter and twice every calendar half-year. The dates of the regular Supervisory Board meetings shall be fixed annually in advance.

3. The Supervisory Board must also be convened if a member of the Supervisory Board or the Executive Board requests this, stating the purpose and reasons. Such a meeting must be held within two weeks of the request. If the request is not complied with, the Supervisory Board member or the executive board may convene the Supervisory Board itself, stating the facts of the case and the agenda.
4. The invitation must specify the individual items on the agenda. The agenda must be supplemented if a member of the Supervisory Board or the Executive Board requests this, stating the purpose and reasons, and the supplement can be communicated at least three days before the meeting. Motions for resolutions on items on the agenda shall be notified in good time before the meeting so that absent members of the Supervisory Board can vote in writing. If an item on the agenda has not been duly announced, a resolution may only be passed on it if no member of the Supervisory Board objects.

§ 5 Meetings of the Supervisory Board

1. Meetings of the Supervisory Board are held at the Company's registered office, unless all members of the Supervisory Board agree to another place of meeting. Meetings of the Supervisory Board may also be held in the form of a telephone or video conference or by allowing individual members of the Supervisory Board to be connected by video transmission or telephone, with the proviso that in these cases resolutions may also be adopted by means of a video or telephone conference.
2. The chairman of the Supervisory Board chairs the meeting. He determines the order in which the items on the agenda are discussed and the type and sequence of voting. He may postpone the discussion and adoption of resolutions on individual items of the agenda at the request of the Executive Board or otherwise at his discretion.
3. The members of the Executive Board participate in the meetings, unless the chairman of the Supervisory Board determines otherwise, also with regard to individual agenda items.
4. The chairman of the Supervisory Board appoints the secretary and decides on the involvement of experts and persons providing information to discuss individual items on the agenda. The participation of employees of the Company must always be coordinated with the Executive Board in advance. The participation of third parties on the basis of an authorization of a member of the Supervisory Board who is unable to attend is excluded.

§ 6 Passing of resolutions in meetings

1. As a rule, resolutions of the Supervisory Board are passed in meetings. Members of the Supervisory Board who attend meetings via video or telephone conference are deemed to be present. Absent members of the Supervisory Board may participate in votes of the Supervisory Board by submitting written votes through other members of the Supervisory Board. They may also participate in votes of the Supervisory Board by submitting their vote in writing, by telex, by fax (including by sending a signed scanned document by e-mail) or by telephone. Absent members of the Supervisory Board may also subsequently vote within a reasonable period of time to be determined by the chairman of the Supervisory Board, provided that all members of the Supervisory Board have given their consent.
2. The Supervisory Board is competent to pass resolutions if at least three members take part in the resolution. In this sense, a member also participates in the vote if he or she abstains from voting. Resolutions of the Supervisory Board are passed by a simple majority of the votes cast, unless the law mandatorily provides otherwise. If the vote results in an equality of votes, the vote of the chairman of the Supervisory Board and, if the chairman is unable to attend, of his deputy, shall count twice.
3. The chairman or - if the chairman is prevented from doing so - his deputy is authorised to make the declarations required to implement the resolutions of the Supervisory Board and its committees on behalf of the Supervisory Board. Only the chairman or - if he is prevented from doing so - his deputy is authorized to accept declarations on behalf of the Supervisory Board.
4. Resolutions on items on the agenda that have not been communicated in good time can only be adopted at a meeting if no member objects to the discussion of this agenda item.
5. If the Supervisory Board includes members who do not have sufficient command of the German language, appropriate measures (translation of important documents, interpreters, use of English as the language of negotiations, etc.) shall be taken to ensure, as far as this is possible at reasonable expense, that this member of the Supervisory Board can fulfil his duties as a member of the Supervisory Board.

§ 7 Passing of resolutions outside meetings

1. Outside meetings, resolutions may be adopted in writing, by telefax, telecopy (including by sending a signed scanned document by e-mail) or by telephone, if the chairman of the Supervisory Board orders so and no member of the Supervisory Board objects to this procedure.

2. The chairman of the Supervisory Board must set a reasonable period of time for resolutions to be passed outside meetings, within which the members of the Supervisory Board can cast their votes. The period shall be one week, it must be at least 36 hours from receipt of the request to vote. If no express vote is cast within this period, the vote of the Supervisory Board member concerned shall be deemed to be refused.
3. In all other respects, the provisions on resolutions passed in meetings shall apply accordingly (Section 6).

§ 8 Minutes

1. Minutes shall be taken of the meetings of the Supervisory Board and signed by the chairman of the meeting.
2. The minutes shall state the place and date of the meeting, the participants, the items on the agenda, the main content of the discussions and the resolutions of the Supervisory Board.
3. The chairman of the Supervisory Board shall prepare minutes of resolutions not passed at meetings immediately after the resolution is passed; para. 2 shall apply accordingly.
4. Copies of the minutes shall be sent to each member of the Supervisory Board before the next meeting. The minutes shall be modified as necessary at the next meeting and approved by resolution of the Supervisory Board.
5. The resolutions adopted by the Supervisory Board may be recorded in the minutes of the meeting and signed immediately by the chairman as part of the minutes. Insofar as resolutions are separately recorded in the minutes of the meeting in this form, an objection is only possible at the meeting.

§ 9 Committees

1. The Supervisory Board may form committees. The term of office of the members of the committees corresponds to their term of office as members of the Supervisory Board, unless a shorter term of office was determined by the Supervisory Board at the time of their election.
2. The committees include at least two Supervisory Board members elected by the Supervisory Board for this task. The Supervisory Board appoints the chairman of the committees.

3. The provisions made for the Supervisory Board in the Articles of Association and these Rules of Procedure apply accordingly to the internal organisation of the committees, unless otherwise specified below.
4. The committees are only competent to pass resolutions if all members take part in the resolution. The members of the Executive Board shall participate in the meetings of the committees if the chairman of the committee wishes so.

§ 10 Proposals for the election of Supervisory Board members

1. In its proposals for the election of Supervisory Board members, the Supervisory Board will ensure that the Supervisory Board at all times includes members who have the knowledge, skills and professional experience required to properly perform their duties. The Supervisory Board will also ensure that the Supervisory Board always includes an appropriate number of independent members. Furthermore, potential conflicts of interest and the age limit for Supervisory Board members to be determined by a resolution of the Supervisory Board must be taken into account.
2. In order to enable the Supervisory Board to advise and supervise the Executive Board independently, the proposals for the election of Supervisory Board members should ensure that no more than two former members of the Executive Board belong to the Supervisory Board and that Supervisory Board members do not exercise directorships or similar positions or advisory tasks for major competitors of the company.

§ 11 Conflicts of interest / secondary employment

1. Each member of the Supervisory Board is obliged to act in the best interests of the Company. In making decisions, they may neither pursue personal interests nor take advantage of business opportunities to which the Company is entitled. Supervisory Board members may not exercise directorships or similar positions or advisory tasks for major competitors of the Company. Each member of the Supervisory Board must disclose conflicts of interest to the Supervisory Board.
2. Each member of the Supervisory Board ensures that he or she has sufficient time to perform his or her duties. Anyone who is a member of the Executive Board of a listed company should therefore not hold more than two other supervisory board mandates in non-group listed companies or comparable functions in addition to his office as a member of the Supervisory Board of the company. A person who is not a member of the executive board of a listed company shall not hold more than five

supervisory board mandates at non-group listed companies or comparable functions.

§ 12 Confidentiality / Release of documents

1. Each member of the Supervisory Board shall maintain confidentiality with regard to confidential information and secrets of the Company, namely trade or business secrets, which become known to the members of the Supervisory Board through their work on the Supervisory Board, as well as confidential reports and the course of confidential deliberations of the Supervisory Board, in particular with regard to voting, comments by members of the Supervisory Board and other personal statements. This obligation also exists after termination of office as a member of the Supervisory Board.
2. If a member of the Supervisory Board intends to pass on information to third parties, in particular on the content and course of Supervisory Board meetings and the content of Supervisory Board documents and resolutions, he must inform the chairman of the Supervisory Board beforehand in order to resolve any differences of opinion regarding the obligation of confidentiality. If the chairman does not agree, the Supervisory Board must decide on this. Until such a decision has been made, the member of the Supervisory Board shall maintain confidentiality.
3. The members of the Supervisory Board are obliged to hand over to the Company all documents in their possession relating to matters of the Company that are not publicly known, together with duplicates, copies and transcripts, immediately after leaving office. The members of the Supervisory Board have no right of retention to such documents.

§ 13 Entry into force

These Rules of Procedure shall enter into force upon resolution of the Supervisory Board. The provisions of these Rules of Procedure shall only apply to the extent that they do not contradict the current version of the Articles of Association.