

Rules of Procedure
of the
Management Board
of
LPKF Laser & Electronics SE

valid as of 12 December 2022

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§ 1
FUNDAMENTAL PRINCIPLES OF MANAGEMENT

- 1.1 The Management Board of LPKF Laser & Electronics SE (Company) is responsible for directing, coordinating and controlling business activities in accordance with the goals it defines for the Company and its affiliates (the Group) in the best interests of the Company.
- 1.2 The Management Board shall run the business in compliance with the provisions of statutory law, the Articles of Association, these Rules of Procedure as well as in observance of the approval rights of the Supervisory Board.
- 1.3 The Management Board ensures that all provisions of statutory law and the company's internal policies are followed and works for their implementation and observance by the Group (Compliance). For the fulfillment of its Compliance obligations, the Management Board ensures that an appropriate Compliance management system and risk management system aligned to the risk situation of the Company as well as an appropriate internal control and audit system are in place. The internal controlling system and the risk management system shall also cover sustainability-related objectives.

§ 2
CHAIRPERSON

- 2.1 The Supervisory Board appoints one member as Chairperson of the Management Board. As long as the Supervisory Board has not appointed a Chairperson, the duties and rights to which the Chairperson is entitled under these Rules of Procedure (with the exception of § 2.3) shall be exercised by a Speaker. The Speaker shall be elected by the Management Board by unanimous vote.
- 2.2 The Chairperson represents the Management Board and the Company in the public sphere in matters which concern the entire Company.

- 23 The Chairperson shall lead the discussion in the entire Management Board, which shall then unanimously determine the principles of the Company's business policies and its organization as well as the corporate strategy. These decisions shall be binding for the exercise of management responsibilities by all members of the Management Board.
- 24 The Chairperson is responsible for managing the business of the Management Board. He is also responsible for cooperation and communication with the Supervisory Board and its members and for informing the Chairperson of the Supervisory Board in accordance with the Rules of Procedure of the Supervisory Board and its committees and other Supervisory Board resolutions.

§ 3 JOINT RESPONSIBILITY

- 31 The members of the Management Board manage the business in joint responsibility (principle of collegiality).
- 32 The areas of responsibility within the Management Board ensue from the schedule of responsibilities attached as Annex. The enactment, amendment or revocation of the schedule of responsibilities requires a unanimous resolution of the entire Management Board and the approval of the Supervisory Board.
- 33 Notwithstanding the overall responsibility of the Management Board (cf. para. 1 above), each member of the Management Board is individually responsible for directing his assigned area of responsibility within the scope of the directives issued by the Management Board.
- 34 The Chairperson is responsible for managing the activities of the members of the Management Board within the scope of their areas of responsibility. All members of the Management Board shall report to the Chairperson

continuously on developments and matters in their respective area of responsibility, which are of importance to the Company.

- 35 All members of the Management Board shall keep their fellow Board members informed of any developments and matters also affecting the latter's respective areas of responsibility. In the event of serious concerns relating to a matter from the area of responsibility of fellow Board members, each member of the Management Board is obligated to bring about the adoption of a resolution by the Management Board, if such concerns cannot be resolved in discussion with the other member of the Management Board.
- 36 As far as measures in an area of responsibility affect at the same time one or several other areas of responsibility, the affected members of the Management Board shall reach an understanding. If an understanding does not materialize, the passing of a resolution by the Management Board shall be brought about. A member of the Management Board may in exceptional cases act alone if and to the extent to which this appears to be necessary in his due discretion to avoid imminent and severe prejudices. In this case, the affected members of the Management Board and the Chairperson of the Management Board shall be informed without undue delay.

§ 4

DECISION OF THE MANAGEMENT BOARD

- 4.1 The prior approval of the Management Board is required for
- (i) matters regarding which the law, the Articles of Association or these Rules of Procedure provide for a decision of the Management Board,
 - (ii) matters which are to be submitted to the Supervisory Board or one of its committees as required by law, the Articles of Association, the Rules of Procedure of the Management Board or of the Supervisory

Board and its committees or by virtue of other resolutions of the Supervisory Board,

- (iii) matters which are to be submitted to the Annual General Meeting by law or the Articles of Association,
 - (iv) the convening of the Annual General Meeting as well as motions and proposals of the Management Board for the adoption of resolutions by the Annual General Meeting,
 - (v) the enactment, amendment or revocation of the schedule of responsibilities (§ 3.2),
 - (vi) measures and transactions of fundamental or material importance and
 - (vii) measures on which a member of the Management Board requests the decision of the Management Board.
- 4.2 The Management Board may, by unanimous resolution, delegate its decision-making authority for specifically defined measures and transactions to one or more members of the Management Board. The foregoing shall not affect the joint responsibility of the Management Board and the tasks assigned to it by statutory law.

§ 5 MEETINGS AND RESOLUTIONS

- 5.1 The Management Board shall convene in a meeting regularly. Meetings shall be held if the best interests of the Company so require or if a member of the Management Board so requests. The venue for the meeting shall be determined by the Chairperson. Meetings of the Management Board can also be held as video or audio conferences or using a combination of the two at the request of the Chairperson.
- 5.2 The meetings of the Management Board shall be convened by the Chairperson. The Chairperson will notify the members of the Management

Board of the items on the agenda in good time prior to the meeting. Each member of the Management Board shall have the right to specify items that have to be placed on the agenda. The Chairperson will decide on the attendance of guests, unless a deviating Board resolution is adopted.

- 5.3 The meetings will be chaired by the Chairperson. Minutes shall be drawn up of the resolutions and meetings of the Management Board. The minutes shall indicate the place and date of the meeting, those attending, the items on the agenda, the essential content of the deliberations and the resolutions adopted by the Management Board. A draft version of the minutes will be provided to all members of the Management Board for approval; the Chairperson shall sign the final approved minutes and make them available to all members of the Management Board. An electronic signature is sufficient. Internal notes and other internal communications implementing Management Board decisions are to be issued with the sole signature or electronic signature of the Chairperson. Notwithstanding the foregoing, the other members of the Management Board may inform their staff about these decisions as needed.
- 5.4 As a general rule, resolutions of the Management Board are to be adopted in meetings. An absent member who is not connected by telephone or video conference may participate in the adoption of a resolution in a meeting by submitting his vote in text form. In justified cases, the Chairperson may also arrange for the adoption of a resolution of the Management Board to be carried out in writing, by fax, e-mail or any other electronic means – or by a combination of these communication media.
- 5.5 The Management Board is quorate if half of its members but not fewer than two members of the Management Board take part in adopting the resolution. Members who are connected by telephone or video conference or who have submitted a vote in text form in accordance with paragraph 4 shall be deemed present for the purpose of establishing the quorum. This also applies to members who abstain from voting. Any absent members shall be informed immediately of any resolutions adopted during their absence. On matters relating to the area of responsibility of an absent

member, deliberations shall only be held and resolutions only adopted – except in urgent cases – with the member's consent.

- 5.6 The Management Board shall decide by a simple majority of the votes cast, unless otherwise specified by statutory law, the Articles of Association or these Rules of Procedure. The Management Board shall, however, pass its resolutions as far as possible unanimously. If unanimity cannot be achieved in an individual case, the Chairperson may decide to postpone the passing of the resolution. In this case, a resolution on the relevant matter shall be passed in the next meeting of the Management Board. All resolutions of fundamental or material importance to the company should be passed with unanimity.
- 5.7 The members of the Management Board shall inform the Chairperson of the Management Board in good time in advance of any non-attendance at a meeting of the Management Board and of any vacation, illness or other inability to attend of more than one week.

§ 6

COOPERATION WITH THE SUPERVISORY BOARD AND REPORTING

- 6.1 The Management Board shall work closely with the Supervisory Board for the welfare of the Company. The Management Board shall coordinate the strategic focus of the Company with the Supervisory Board and discuss with it the state of the implementation of its strategy at regular intervals.
- 6.2 The Chairperson of the Management Board shall represent the entire Management Board vis-à-vis the Supervisory Board. All members of the Management Board shall assist the Chairperson in discharging this task.
- 6.3 The Management Board shall inform the Supervisory Board regularly, promptly and fully on all Company relevant issues of strategy, planning, business development, situation of risk, risk management and Compliance. It addresses discrepancies between the course of business and the plans

and targets drawn up, stating the reasons for this. The duty to inform, and to report to, the Supervisory Board is incumbent on the entire Management Board under coordination of the Chairperson of the Management Board. Reports of the Management Board to the Supervisory Board shall generally be made in text form. Documents relevant to an issue, in particular the annual accounts, the group accounts, and the audit report, shall be sent to the members of the Supervisory Board in a timely manner prior to the meeting.

- 6.4 The Management Board reports key financials including sales and order situation, P&L, balance sheet, cash flow and other items the Supervisory Board requests, timely on a monthly basis. The target date for the report is no later than the 18th day of the following month. The statutory reporting and information obligations remain unaffected.
- 6.5 The Chairperson of the Management Board informs the Chairperson of the Supervisory Board immediately of any particularly serious deficiencies identified by the audit. At least once a year, the Management Board shall inform the Supervisory Board of any serious deficiencies identified by the internal auditing that have not yet been remedied. The Management Board shall inform the Supervisory Board about the annual risk management reporting.

§ 7

MEASURES REQUIRING APPROVAL

- 7.1 The Management Board shall, notwithstanding other instances provided for by statute and the Articles of Association, only carry out the following measures with the prior approval of the Supervisory Board:
- a) The approval of the annual budget in consolidated form for the Company and its subsidiaries and associates;
 - b) Transactions and measures affecting the corporate structure or the principles of the corporate strategy or leading to a significant change

in the development of the Company, in particular significant investment for the commencement of new lines of business and the discontinuation or significant restrictions of previous lines of business;

- c) The sale and/or transfer of the whole or any substantial part of the business and the leasing of the whole or any substantial part of the business;
- d) Sale or acquisition of participations in other companies, irrespective of their legal form, acquisition of other business operations as a whole or in substantial parts, or formation of joint ventures;
- e) Acquisition, sale or encumbrance of real property exceeding EUR 500,000 or rights equivalent to real property;
- f) Investments and expenses if, and to the extent, they exceed EUR 500,000 in any individual commitment, per annum or in a series of related commitments;
- g) Introduction, amendment and termination of employee participation programs;
- h) Entering into guarantees that are not customary in the industry (customary in the industry are, among others, advance payment guarantees and contract performance guarantees), joint liabilities and guarantees;
- i) Forward transactions in foreign exchange and other exchange-traded goods and rights, unless such a transaction is concluded for hedging purposes and has an underlying base value below EUR 7m.;
- j) Conclusion, amendment or termination of contracts on the granting of licenses, patents or know-how, including cooperation contracts, with the exception of licenses in the ordinary course of business or granted to cooperation partners, suppliers, customers or end users; cooperation contracts within the scope of funded projects do not require approval, provided that no rights of use to the own project background are granted to third parties beyond the joint project, the use of the project results is regulated on the basis of the EU standard contracts and, in particular, provided that no rights to own project results or shares in joint project results are assigned to third parties.
- k) Granting of employer-financed pension commitments to employees;

- l) Granting and revoking general commercial power of representation (*Prokura*) and general powers of attorney (*Generalvollmacht*) at the Company;
 - m) Awarding of non-audit services to the auditor;
 - n) Conclusion, material changes and termination of contracts with employees with a total annual cash remuneration (fixed + variable at 100% target achievement but without share based compensation or usual benefits like company car) of more than EUR 180,000; not material are, among other things, customary annual salary adjustments;
 - o) the enactment, amendment or revocation of the schedule of responsibilities of the Management Board (§ 3.2);
 - p) related party transactions requiring approval according to section 111b of the German Stock Corporation Act (*AktG*)
 - q) transactions between the Company or an affiliated company on the one hand and the members of the Management Board or persons, companies or associations related to them.
- 7.2 The measures according to paragraph 1 (with the exception of letters r), t), u) and v)) also require approval of the Supervisory Board if they are carried out in companies that are included in the consolidated financial statements of the Company.
- 7.3 Section 112 of the German Stock Corporation Act (*AktG*) remains unaffected. The resolutions listed in paragraph 1 only require the approval of the Supervisory Board if they are not already included individually in the annual budget with investment and finance plan mentioned in paragraph 1 sentence 2 letter a).
- 7.4 The Supervisory Board shall be authorised to extend or restrict the scope of transactions requiring its consent.

§ 8
CONFLICTS OF INTEREST

- 81 In making their decisions, the members of the Management Board may neither pursue personal interests nor take advantage of business opportunities to which the company is entitled for themselves. During their membership of the Management Board and for the duration of their employment contract, they are subject to a comprehensive prohibition of competition beyond the provisions of section 88 of the German Stock Corporation Act (*AktG*). Members of the Management Board shall take on sideline activities, in particular Supervisory Board mandates outside the enterprise, only with the prior approval of the Supervisory Board.
- 82 The members of the Management Board may not demand or accept benefits or other advantages from third parties in connection with their activities, neither for themselves nor for other persons, or grant unjustified advantages to third parties.
- 83 Each member of the Management Board shall immediately disclose any conflicts of interest to the Chairperson of the Supervisory Board and inform the other members of the Management Board thereof. All transactions between the Company or an affiliated company on the one hand and the members of the Management Board or persons, companies or associations related to them on the other hand shall comply with the standards that would apply to transactions with third parties. Section 111b and section 112 of the German Stock Corporation Act (*AktG*) remain unaffected.

Annex: Schedule of Responsibilities

- I. Chairperson (Chief Executive Officer – CEO)
Deputy for the CFO
 - 1. Chairing Management Board incl. Supervisory Board matters and external representation
 - 2. Strategy
 - 3. Business Units and Sales Companies
 - 4. Sales and Marketing
 - 5. Research, Development and Group Software
 - 6. Human Resources

- II. Chief Financial Officer – CFO
Deputy for CEO
 - 1. Finance, Accounting and Controlling
 - 2. Investor Relations
 - 3. Legal affairs and Compliance incl. risk management, internal audit and data protection
 - 4. Purchasing
 - 5. Digital/IT
 - 6. Quality Management and Processes
 - 7. Environment, Social and Governance; Health and Safety

Both board members are deputies to each other.