

Organizational and Governance Rules of OC Oerlikon Corporation AG, Pfäffikon

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I. Scope of Application, Overview and Purpose

These Organizational and Governance Rules ("**OGR**") were issued by the Board of Directors by resolution dated December 15, 2021 (with the rules contained herein becoming effective as of July 1, 2022). They are based on Art. 716b of the Swiss Code of Obligations ("**CO**") and Art. 20 Para. 3 of the Articles of Association.

The OGR set out the basis for the organizational and leadership structure of OC Oerlikon Corporation AG, Pfäffikon ("**Oerlikon**") and the companies controlled by it (collectively, including Oerlikon, the "**Oerlikon Group**").

They govern the rights and duties in particular of the following functions:

- Board of Directors ("**BoD**") of Oerlikon,
- the Chairman of the BoD, who acts at the same time as an "Executive Chairman" ("**Chairman**") as further described in the OGR,
- the Vice-Chairman of the BoD ("**Vice-Chairman**"),
- the Lead Director ("**Lead Director**"),
- the Committees of the BoD ("**Committees**"),
- the Executive Committee ("**EC**"),
- the Chief Financial Officer ("**CFO**"),
- the CEO of the OPP Division ("**OPP CEO**") and the CEO of the OSS Division ("**OSS CEO**"), and both together the "**Division CEOs**",
- the Chief Human Resources Officer ("**CHRO**"),
- the respective heads of the Corporate Functions ("**Corporate Function Heads**"), and
- the Head Internal Audit.

The OGR also define the reporting obligations amongst the aforementioned functions.

The OGR are intended to ensure efficiency of organization and careful management within the Oerlikon Group and compliance with any applicable laws, listing rules, the Articles of Association of Oerlikon, any guidelines, rules and regulations, directives and other rules within the Oerlikon Group, and other applicable provisions, particularly the basic principles of corporate governance and compliance.

II. Roles and Responsibilities

1. Board of Directors

1.1. Role

The BoD is the supreme supervisory body of Oerlikon and the Oerlikon Group. It is responsible for the overall management (in the meaning of "*Oberleitung*" according to Art. 716a Subs. 1 para. 1 CO), oversight and control of Oerlikon and the Oerlikon Group, determines the Oerlikon Group strategy and oversees the management to which it has delegated operational tasks. It sets forth guidelines on the general and strategic direction of Oerlikon and the Oerlikon Group and periodically reviews their implementation.

1.2. Composition and Term of Office

The BoD shall consist of at least 3 but not more than 7 members ("**Board Members**"). Their majority should be independent. In general, a Board Member shall be deemed to be independent if during the three years immediately prior to taking up office he was neither a member of the executive management of Oerlikon, the Oerlikon Group, an Oerlikon Group company or of an audit firm of any of them, nor close to any of the latter, and had no significant business relations whether directly or indirectly with the Oerlikon Group.

Board Members shall be elected for a term of office until the end of the next ordinary general meeting of shareholders ("**AGM**"). Board Members may stand for re-election.

New Board Members may also be elected in extraordinary general meetings of shareholders. In such cases, newly elected Board Members shall serve until the end of the next AGM of Oerlikon.

The BoD shall not propose individuals having completed 70 years of age for election or re-election to the BoD. Such Board Members shall retire from office no later than on the occasion of the AGM of the calendar year in which they celebrate their 70th birthday.

1.3. Constitution

Except for the election of the Chairman and the members of the Human Resources Committee by the AGM, the BoD shall constitute itself. It elects one of its members as Vice-Chairman and either the Vice-Chairman or another Board Member as Lead Director.

The BoD may designate a secretary who needs not to be a shareholder or a Board Member ("**Corporate Secretary**").

1.4. Responsibilities and Powers

The BoD has the following non-delegable and inalienable duties:

- the ultimate direction of the business of Oerlikon and issuing of the relevant directives;
- to determine the organization of Oerlikon;
- to organize the accounting system, financial and risk control and financial planning;
- to nominate and remove individuals entrusted with the management (namely all members of the EC) and representation of Oerlikon and to regulate the power to sign for Oerlikon;
- the ultimate supervision of those individuals entrusted with management of Oerlikon, with particular regard to adherence to law, the Articles of Association and regulations and directives of Oerlikon;
- to issue the annual report and the compensation report and to prepare for the AGM and to carry out its resolutions;
- to inform the court in case of indebtedness; and
- to determine the strategic direction and approve the strategy for the Oerlikon Group and its Divisions.

Further responsibilities and powers of the BoD follow either from corporate or capital markets laws or from the present OGR and its Attachment A.

The decision-making process within the BoD is based on the principle of collegiality. The Chairman is responsible for the leadership and organization of the BoD. The BoD may issue provisions further specifying its modus operandi and the rights of its members.

1.5. BoD Meetings

The BoD shall hold meetings ("**BoD Meetings**"), which shall be called by its Chairman, at least four times a year, or more often as necessary. The Chairman shall chair the BoD Meetings. Each Board Member may request the Chairman to convene a Board Meeting upon stating the reasons for such request.

The Chairman shall set the agenda. The agenda shall be sent out to the Board Members as a rule no later than ten calendar days prior to the date of the relevant BoD Meeting. With the consent of all Board Members, said deadline may be shortened, but may not be less than five calendar days, except in particularly urgent cases (e.g. in an emergency situation), it being understood that the Chairman decides whether an urgent situation exists or not. The Chairman shall ensure the timely dispatch of additional documents and current financial figures prior to the BoD Meeting to enable the Board Members to prepare properly for the BoD Meeting.

Each Board Member may timely – as a rule not less than five calendar days prior to the relevant BoD Meeting – request that an item be included on the agenda. Furthermore, Board Members may raise new issues for discussion at BoD Meetings.

Members of the EC are generally invited to attend BoD Meetings unless the Chairman decides differently for certain BoD Meetings or certain agenda items.

1.6. Resolutions

The presence of at least one half of the Board Members at a BoD Meeting attended by them in person or by means of telephone or video conferencing shall constitute a quorum for holding a valid BoD Meeting.

No attendance quorum is required to record the approval of an increase in capital and of the corresponding amendments to the Articles of Association.

Resolutions and elections of the BoD shall be passed by a simple majority of the Board Members present. In the event of an equality of votes, the Chairman shall have a casting vote.

Resolutions may be passed in writing by circular resolution, unless a Board Member requests oral deliberation within 48 hours of receipt of the request for circular resolution. Circular resolutions composed in whole or in part by email, email confirmation or fax are valid. By using email or fax, Board Members undertake to produce the respective written confirmation within due course.

1.7. Minute Taking

Deliberations and resolutions passed at BoD Meetings shall be recorded and the relevant minutes shall be duly signed by the Chairman and the minute-taker and approved by the BoD at the next BoD Meeting. The minute-taker does not have to be a Board Member.

Circular resolutions duly signed by Board Members and the minute-taker shall be deemed to constitute minutes of such resolutions, even if consisting in whole or in part of fax or email approvals followed by duly signed confirmations.

1.8. Reporting Procedures

At BoD Meetings, the Committees shall routinely report on their past activities and members of the EC shall report on their key activities, operating results and important business matters. Extraordinary occurrences must immediately be notified to the Chairman and to the chair of the relevant Committee, if any.

1.9. Compensation

Each Board Member shall be entitled to the reimbursement of costs incurred in the context of its activities as Board Member. Furthermore, subject to approval by the AGM of the maximum aggregate compensation for the BoD, each Board Member shall receive the board remuneration as set by the Human Resources Committee and approved by the BoD.

1.10. Right to Information

Each Board Member may request information on any subject relating to the company at BoD Meetings.

Outside BoD Meetings, each Board Member may ask the Chairman or another Board Member for information or access to the records of the BoD. The Chairman decides on such requests taking into consideration the interests of Oerlikon and the Oerlikon Group and compliance with applicable laws and regulations, particularly data protection laws and regulations. If such requests are approved by the Chairman, Board Members may access specific business records other than records of the BoD and/or obtain information from any employees of Oerlikon or any company of the Oerlikon Group.

In such cases, any contact with EC Members must be notified to the Chairman in advance. Any contact to staff members other than EC Members (except the Head Internal Audit, the General Counsel the Corporate Secretary) must always be notified to the Chairman.

Notwithstanding the foregoing and inasmuch as the right of information of the Lead Director and the Governance Committee is concerned, the rules and regulations of the Governance Committee shall apply which are an Appendix to the OGR.

1.11. Approval of Engagement

Any employment or other engagement of a Board Member within or for the Oerlikon Group (except for their duties as member of the BoD) need prior approval by the Chairman, specifically with regard to tasks, responsibilities and key terms including remuneration. For the avoidance of doubt, this Section 1.11 shall not affect the appointment or dismissal of managers pursuant to Art. 716a OR.

2. Chairman of the Board of Directors

2.1. Role

The Chairman shall ensure that the BoD may and does effectively carry out its supervision and oversight role on an informed basis. He/she shall endeavor, together with the EC, to provide to the BoD optimal information regarding operating activities of Oerlikon and the Oerlikon Group.

2.2. Authority

The Chairman shall lead the BoD, oversee the work of the Committees (except where such Committees discuss matters concerning the Chairman) and chair the EC. He/she shall decide matters delegated to him/her by the present OGR and its Attachment A, respectively.

The Chairman represents Oerlikon and the Oerlikon Group in relations with important shareholders, clients, contact groups, and with the general public.

He/she shall convene, prepare and chair BoD Meetings, and may convene meetings of Committees. He/she shall coordinate the work of the BoD and the Committees and shall ensure that Board Members receive – in a timely manner – all information necessary to perform their duties. In cases of uncertainty, he/she shall delineate authorities between the BoD, its Committees and the EC, unless the entire BoD intends to address a matter.

He/she shall chair the general meetings of shareholders of Oerlikon. If he/she is not fluent in German, he/she shall chair the non-mandatory part of the general meeting in English with simultaneous translation into German. He/she shall delegate the formal part of the general meeting to a Board Member who is fluent in German and whom he/she may select at his/her discretion.

2.3. Agency by Necessity in Emergency Situations

If in emergency situations the BoD is not in a position to decide on matters for which it is responsible in a timely manner, it is being understood that the Chairman decides whether an emergency situation exists or not; the Chairman shall then be empowered, in place of the BoD, to take any provisional action to be taken without delay in order to prevent imminent damage that could not easily be remedied.

He/she shall, where possible, consult with the Lead Director and additionally with other Board Members, and in any event convene as expeditiously as possible, but within no more than three calendar days, an extraordinary BoD Meeting to re-examine and confirm, change or supplement the provisional measures already taken. With the consent of all Board Members, said deadline for convening an extraordinary BoD Meeting in emergency situations may be further shortened.

3. Vice-Chairman of the Board of Directors

3.1. Powers and Duties

If the Chairman is unable to exercise his office, the Vice-Chairman shall act as his deputy. The Vice-Chairman shall have the same powers and duties for the performance of his/her role as a deputy as those accruing to the Chairman, but such powers and duties shall be confined to resolutions to be passed during the period of the representation. If the Chairman is prevented from carrying out his/her duties due to long-term illness or any other long-term absence, the BoD shall decide whether the executive operational management functions delegated to the Chairman shall remain with the Vice-Chairman or shall be assigned to another Board Member, the EC or an EC member.

3.2. Deputyship

If no Vice-Chairman has been elected or if the Vice-Chairman is unable to act as deputy, the BoD shall elect at the earliest possible date a Board Member who shall take his/her office. Up to that point or if this is not possible, the Lead Director, or in his/her incapacity or absence, the Chair of the Audit Finance Committee, or in his/her incapacity or absence, the Chair of the Human Resources Committee, or in his/her incapacity or absence, the longest-standing Board Member shall take the office of the Vice-Chairman.

4. Lead Director

The Lead Director must be independent and shall assist the BoD and the Chairman of the BoD in fulfilling its responsibilities with respect to the Company's corporate governance in so far as checks and balances are concerned in a governance model where certain BoD members do have executive functions. Within this scope, the Lead Director shall ensure adequate control mechanisms with the support of the Governance Committee as further set forth in the rules and regulations of the Governance Committee which are an Appendix to the OGR. If the Lead Director is unable to exercise his/her office, the BoD shall elect at the earliest possible date an independent Board Member who shall take the Lead Director's office. Up to that point or if this is not possible, the respectively available longest-standing independent Board Member shall take the Lead Director's office.

5. Committees of the Board of Directors

5.1. Responsibility

The entire BoD shall be responsible for carrying out its duties. It may at any time create Committees from amongst its Board Members to assist it in the performance of its duties. The BoD may issue respective rules and regulations for its Committees.

5.2. Committees

The Committees are advisory groups supporting the BoD with their particular expertise. Unless expressly stated in the present OGR, its Attachment A and the relevant Committee's rules and regulations, the Committees shall not have any authority to decide matters in lieu of the BoD. Composed by usually three Board Members each, they may prepare, review or investigate matters and submit proposals to the BoD for deliberation, but must not themselves take resolutions beyond recommendations, proposals or motions to be submitted to the BoD for deliberation.

The role, composition and organization of the Committees are set out in separate rules of the BoD. The Committees that currently exist are:

- the Audit & Finance Committee ("**AFC**");
- the Human Resources Committee ("**HRC**"); and
- the Governance Committee ("**GOC**").

The BoD may, at any time, create additional Committees or abrogate existing Committees.

Further details are set out in Attachment A, Appendix 1 for the AFC, Appendix 2 for the HRC and Appendix 3 for the GOC.

6. Delegation of the Operational Management

In accordance with Art. 716b CO, Art. 20 Para. 3 and 22 Para. 3 of the Articles of Association, the BoD herewith delegates the operational management of Oerlikon and the Oerlikon Group and all matters not reserved to the BoD to (i) the Chairman, (ii) the Division CEOs and (iii) to the EC, subject to mandatory law, the Articles of Association, and these OGR. Each of the Chairman, the EC and the Division CEOs may sub-delegate certain tasks or areas. Tasks not assigned to either the Chairman, the EC or the Division CEOs shall be the responsibility of the Chairman.

The Chairman, together with the EC, shall oversee the operational management of Oerlikon and the Oerlikon Group in accordance with the directives of the BoD, if any.

6.1. Matters delegated to the Chairman

Within the delegated matters, the Chairman has in particular the following specific duties:

- implementation of the Oerlikon Group strategy, of the resolutions of the BoD and of all operational management topics of Oerlikon Group wide relevance;
- leading and overseeing the implementation of the Group's long and short term plans in accordance with its strategy;
- representing Oerlikon and the Oerlikon Group in relations with important shareholders, customers, contact groups, and the general public;
- development of the Divisions to higher operational performance and higher independence in defining and executing continuous improvements (operational excellence).

6.2. Matters delegated to the Division CEOs

Apart from running the operational management of the Divisions, which is fully delegated to the Division CEOs, the Division CEOs have the following specific duties:

- preparation and implementation of the strategy for each of the Divisions in coordination with and under the guidance of the Chairman.

6.3. Matters delegated to the EC

The EC shall in particular have the following responsibilities and duties:

- based on the proposals of the Divisions CEOs for the Division strategies, preparation of the strategy for the Group, under the guidance of the Chairman;
- formulating for the BoD the development of the Group's strategy being approved by the BoD;
- establishment of a close monitoring system on operational performance and of close contact between corporate decision makers and the Divisions' management teams;
- allocation of key resources (CAPEX, R&D funding, HR) to implement the approved strategy;
- establishment of a succession planning and compensation scheme as well as development of incentive systems aligned with the strategy and objectives and to support the Divisions in developing their teams but also foster attraction, identification and development of talents across the Oerlikon Group;

- grouping of resources in shared service centers for homogenous, standardized and clearly definable tasks (e.g. IT); and
- performance assessment and development of the key Corporate Functions.

7. Division CEO's

7.1. Role and Authority

Each Division shall be headed by a Division CEO who shall be responsible for the operational management of the Division within the scope of guidelines of the Chairman. Division CEOs shall report to the Chairman.

7.2. Appointment

Division CEOs who are at the same time members of the EC shall be appointed and dismissed by the BoD upon proposal of the Chairman and HRC recommendation.

8. Executive Committee

8.1. Composition, Appointments and Dismissal

The BoD shall determine how many members the EC shall have. In general, the EC shall comprise at least the following EC Members:

- the Chairman;
- the CFO;
- the Division CEOs; and
- the CHRO.

The EC shall be chaired by the Chairman; in his incapacity or absence, the EC shall be chaired by the CFO, or in his/her incapacity or absence, by the longest-standing EC member.

The BoD may at any time appoint additional EC Members or replace existing EC Members upon proposal by the Chairman.

The age limit for EC Members shall be, as a rule, the end of the month in which they celebrate their 65th birthday. The BoD may set a different retirement age in particular cases.

8.2. Right to Information and Duty to Provide Information

The Corporate Function Heads shall have a duty to timely and comprehensively inform the EC Members about all relevant matters. Subject to applicable compulsory law (such as data protection laws), the EC Members shall have the right to obtain any information, books, documents, other notes and records, data carriers and IT systems, from any staff member within the Oerlikon Group, as necessary for and relevant to the performance of their duties.

8.3. Meetings

The EC shall meet whenever business so requires. Each EC Member may request that the Chairman convene an extraordinary EC Meeting.

The Chairman shall set the agenda prior to the EC Meeting considering the suggestions and inputs from the EC Members. Furthermore, EC Members may raise new matters for discussion at EC Meetings.

8.4. Resolutions

The presence of a majority of the EC Members including the Chairman at an EC Meeting attended in person or by means of telephone or video conferencing shall in general constitute a quorum for holding a valid EC Meeting.

In principle, decisions should be taken unanimously. If such unanimity cannot be reached, resolutions shall be passed by a simple majority of the EC Members. In the event of an equality of votes, the Chairman shall have a casting vote. In case of a decision with which the Chairman fundamentally disagrees because it e.g. could impact the strategic or operational performance of the business, the Chairman can request that such matter is submitted to the BoD for recommendation. In such case, the matter is presented to the BoD including the dissenting opinions and the BoD provides its recommendation. The Chairman shall then take the final decision.

8.5. Minute Taking

Deliberations and advice of the EC shall be recorded and the relevant minutes shall be duly signed by the Chairman and the minute-taker and shall be approved at the next EC Meeting. The minute-taker does not have to be an EC Member. The minute-taker shall keep such records in such a manner that also the Chairman, other Board Members and the Corporate Secretary may consult them.

9. Chief Financial Officer

9.1. Role

The CFO shall be responsible for all financial matters relating to the operational management of Oerlikon and the Oerlikon Group.

9.2. Authority

The CFO shall have in particular the following responsibilities and duties:

- The CFO shall manage the Oerlikon Group finance and accounting and also head the functions Accounting & Reporting, Controlling / Risk Management, Treasury, Tax, Investor Relations, M&A, Internal Audit (administrative reporting only, functionally reporting to Head of AFC) as well as the respective Division functions (full reporting regarding OSS; functional reporting regarding OPP with administrative reporting to the Division CEO of OPP). He/she shall be responsible for ensuring protection against financial risks.
- The CFO shall ensure that the Oerlikon Group has transparent and timely financial reporting procedures, consistent with applicable laws and the Oerlikon Group accounting rules set out by the BoD. The CFO shall ensure good relations with capital markets and investors.
- The CFO shall report to the Chairman and with respect to audit and financial reporting matters to the AFC.

- The CFO shall also head the Oerlikon Group IT function.

Further details are set out in Attachment A.

9.3. Appointment

The CFO shall be appointed and dismissed by the BoD upon proposal of the Chairman and HRC and AFC recommendation. The CFO is formally employed with OC Oerlikon Management AG, Pfäffikon. The key principles of his/her employment shall be approved by the BoD upon HRC and AFC recommendation.

10. Chief Human Resources Officer

10.1. Role

The CHRO shall be responsible for all human resources matters relating to the operational management of Oerlikon and the Oerlikon Group.

10.2. Authority

The CHRO shall have in particular the following responsibilities and duties:

- The CHRO shall manage the Oerlikon Group human capital, people relations and also head the functions of Talent Management / Talent Acquisition, Learning and Development, Rewards and Organizational Design, People Analytics, HR processes, services & tools, as well as the respective Division functions (full reporting regarding OSS; functional reporting regarding OPP with administrative reporting to the Division CEO of OPP).
- The CHRO shall ensure that Oerlikon Group has competitive and capable human capital.
- The CHRO shall report to the Chairman and with respect to human resources reporting matters to the HRC.

Further details are set out in Attachment A.

10.3. Appointment

The CHRO shall be appointed and dismissed by the BoD upon proposal of the Chairman and HRC recommendation. The CHRO is formally employed with OC Oerlikon Management AG, Pfäffikon. The key principles of his/her employment shall be approved by the BoD upon HRC recommendation.

11. Corporate Functions

11.1. Role and Responsibility

Each Corporate Function shall be headed by a function head ("Corporate Function Head") responsible for providing the corresponding group services to support the BoD and the operational management respectively.

11.2. Appointment

Corporate Function Heads are appointed and dismissed by the Chairman. The Chairman may, with the approval of the BoD, at any time create new Corporate Functions or abrogate existing ones.

12. Head Internal Audit

12.1. Role and Authority

The Head Internal Audit shall be responsible for the internal audit. The internal audit is the corporate body for Oerlikon Group wide internal control of finance and accounting and risk management.

The Head Internal Audit shall conduct the internal audit. He/she shall report to the Chair of the AFC with regard to technical matters and to the CFO with regard to administrative matters. The Head Internal Audit must follow their relevant instructions, respectively.

12.2. Appointment

The Head Internal Audit shall upon proposal of the Chairman be appointed and dismissed by the BoD on recommendation of the Chair of the AFC. The Head Internal Audit is as a rule formally employed by OC Oerlikon Management AG, Pfäffikon. The key principles of his/her employment shall be approved by the Chairman upon HRC recommendation.

III. Additional Provisions

1. Signature Power

Persons empowered to represent Oerlikon or a company of the Oerlikon Group shall, subject to any applicable compulsory law to the contrary, have joint signature power by two. Board Members shall always have authority to sign collectively by two on behalf of Oerlikon.

The BoD may appoint additional authorized signatories of Oerlikon. Such individuals shall always sign collectively by two.

The BoD may – for any level within the Oerlikon Group – set out general guidelines regarding the use of signature power. In respect of the Oerlikon Group company level, the BoD may delegate this power to the Chairman, who in turn may delegate this power to the Division CEOs pursuant to Attachment A.

2. Conflict of Interest

Board Members, members of Committees, or EC Members are under an obligation to immediately inform the BoD, the Committee or the EC, respectively, about any potential or actual conflict of interest between their personal interests or to the interests of related individuals, legal entities or partnerships, on the one hand side, and the interests of Oerlikon or of group companies of the Oerlikon Group, on the other side ("**Conflict of Interest**"). In case of a Conflict of Interest, the Chairman decides or, if the Conflict of Interest concerns the Chairman, the Lead Director decides on appropriate measures, such as exclusion from the vote on a decision or even (in cases of important conflicts) of the deliberations or even

information flow. For the avoidance of doubt, the foregoing shall not prevent anyone from voting in favor of his/her own election or appointment to a corporate body of Oerlikon.

In the event of an exclusion to vote (sit out), the quorum shall be determined as if the member sitting out did not belong to the board concerned. If and to the extent appropriate, the BoD may suspend the right to information of the member obliged to sit out.

In addition, Board Members and EC Members have to fully declare all their business activities, in particular consultancy services for private equity companies and investment banks, to the Corporate Secretary on an annual basis subject to such business activities being able to create a Conflict of Interest.

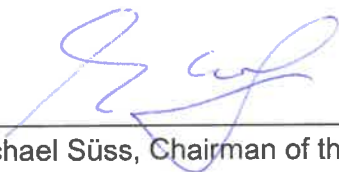
3. Confidentiality

The Board Members, the members of the Committees, the EC Members, Corporate Function Heads and all staff members of Oerlikon or of companies of the Oerlikon Group are under an obligation to keep secret any and all confidential information that comes to their knowledge in the performance of their functions and to delete or return to the General Counsel any records and data carriers without retaining copies and to confirm in writing such return or deletion, upon expiration of their term of office. The confidentiality obligation shall survive the expiration of their term of office.

4. Entry into force

Organizational Rules entered into force on August 25, 2008, and replaced the Organization Regulations of October 22, 2004. They were amended as of August 25, 2009, May 18, 2010, March 1, 2012, May 1, 2014, April 4, 2016, December 1, 2016, October 31, 2017, February 4, 2021, and February 28, 2022.

On behalf of the Board of Directors:



Prof. Dr. Michael Süss, Chairman of the Board

Attachment A: Chart of Competencies

Appendix 1: Rules and Regulations Audit Committee

Appendix 2: Rules and Regulations Human Resources Committee

Appendix 3: Rules and Regulations Governance Committee