

**Convenience Translation**

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**Articles of Association**

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of

KION GROUP AG

## **Convenience Translation**

### **I. General Provisions**

#### **§ 1 Company name, registered office, term and financial year**

1. The name of the stock corporation shall be

“KION GROUP AG”.

2. The registered office of the Company is in Wiesbaden.
3. The Company shall be established for an indefinite period of time.
4. The financial year of the Company shall be the calendar year.

#### **§ 2 Purpose of the Company**

1. The purpose of the Company shall be the holding, acquiring, managing and selling of interests in enterprises of any legal form, in particular enterprises being active in the development, production and sale of industrial trucks, warehouse equipment (material handling) and mobile hydraulics, software and automation/robotics solutions in the area of logistics, including related services and consulting services and similar activities, as well as assuming management holding functions against consideration, other services against payment, and lease financing vis-à-vis affiliated companies.
2. The Company shall be entitled to take all measures and to conduct all transactions which are suitable for serving the purpose of the Company either indirectly or indirectly. The Company may establish branches and other enterprises, also if the purpose of such enterprises is different, in Germany and abroad, acquire interests in such enterprises, acquire them in whole, sell them, and combine them under its uniform management. Furthermore, the Company may limit its activities to a part of the fields of activity mentioned in sub-section 1 above.

#### **§ 3 Announcements and information**

1. The Company's public announcements shall be made in the Federal Gazette (*Bundesanzeiger*).
2. The Company is entitled in accordance with section 30 b (3) of the German Securities Trading Act (*Wertpapierhandelsgesetz – “WpHG”*) to provide information to the shareholders by way of remote data transmission.

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### II. Share Capital and Shares

#### § 4 Amount and division of the share capital

1. The share capital of the Company shall be EUR 118,090,000.00 (in words: one hundred and eighteen million ninety thousand Euro zero Cent) and is divided into 118,090,000 no-par-value shares. The shares shall be bearer shares. The share capital was contributed in the amount of Euro 1,279,000.00 (in words: one million two hundred and seventy-nine thousand Euro zero Cent) by a change of the legal form of the previous legal entity, KION Holding 1 GmbH, a German limited liability company registered in the commercial register of the local court of Wiesbaden under HRB 22785 with registered office in Wiesbaden, with all assets and liabilities.
2. The form of the share certificates as well as dividend coupons and renewal coupons, if any, shall be determined by the executive board. It will be possible to issue global certificates in relation to shares. The rights of shareholders to receive definitive share certificates for their shares shall be excluded unless the issuance of share certificates is required under the rules applying to a stock exchange to which the shares are admitted for trading. Likewise, the right of shareholders to dividend coupons and renewal coupons being issued shall be excluded.
3. In case of new shares being issued, the profit participation may be determined in deviation from section 60 (2) sent. 3 of the German Stock Corporation Act (*Aktiengesetz* – “AktG”).
4. The executive board shall be authorized to increase the Company's share capital with the consent of the supervisory board once or repeatedly up to and including 10 May 2022 by up to a total of EUR 1,579,000.00 by issuing up to 1,579,000 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2017). The total pro rata amount of the share capital attributable to the shares issued on the basis of the Authorized Capital 2017 may not exceed 10% of the share capital, either when this authorization comes into effect or when it is exercised. This restriction to 10% of the share capital shall also include the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right or a conversion or option obligation, if the bonds are issued during the term of the Authorized Capital 2017.

Shareholders shall be generally granted the statutory right to subscribe to the new shares. The executive board shall be authorized, however, to exclude the shareholders'

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subscription right in full or in part, once or repeatedly, with the consent of the supervisory board subject to the following provisions:

- a. in order to exclude the shareholders' subscription right for fractional amounts;
- b. if and to the extent that this is necessary to grant the holders or creditors of conversion or option rights and/or the holders or creditors of financing instruments carrying conversion or option obligations, which were or are issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds the majority of the votes and capital, a subscription right to the extent to which they would be entitled after the exercise of the conversion or option rights or after the performance of a conversion or option obligation;
- c. in case of a capital increase against cash contributions pursuant to or by analogous application of section 186 (3) sentence 4 AktG, if the issue price of the new shares is not substantially lower than the stock exchange price of the Company's shares already listed and if the new shares which are issued under exclusion of the subscription right in aggregate do not exceed a proportional amount of 10% of the share capital either at the time of the Authorized Capital 2017 taking effect or at the time of the Authorized Capital 2017 being utilised. This restriction to 10% of the share capital shall include the proportional amount of the share capital that is attributable to shares which are issued under exclusion of the subscription right or sold during the term of the Authorized Capital 2017 based on an authorization to issue new shares or sell own shares by direct or analogous application of section 186 (3) sentence 4 AktG. Further, this restriction shall also include the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right or a conversion or option obligation, if the bonds are issued during the term of the Authorized Capital 2017 under exclusion of the shareholders' subscription right by analogous application of section 186 (3) sentence 4 AktG;
- d. in case of capital increases against non-cash contributions, in particular for the purpose of acquiring enterprises, parts of enterprises, or interests in enterprises;
- e. in order to issue shares to persons having an employment or service relationship with the Company or its group companies. Such exclusion of the subscription right pursuant to lit. e. shall be limited in total to 5% of the share capital, both at

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the time of this authorization taking effect and at the time of this authorization being exercised.

To the extent that the subscription right is not excluded under the above provisions, the subscription right may also be granted to the shareholders by way of an indirect subscription right pursuant to section 186 (5) AktG, or in part also by way of a direct subscription right, and otherwise by way of an indirect subscription right pursuant to section 186 (5) AktG, if so determined by the executive board with the consent of the supervisory board.

The executive board shall be authorized to determine the further details of the capital increase and its performance, in particular the content of the rights attached to the shares and the terms and conditions of the issue of shares, with the consent of the supervisory board.

5. The share capital of the Company shall be conditionally increased by up to EUR 10,879,000.00 by the issuance of up to 10,879,000 new no-par value bearer shares (Contingent Capital 2017). The contingent capital increase shall be performed only to the extent that the holders of conversion or option rights under bonds carrying a conversion/option right and/or conversion/option obligation (or a combination of such instruments), which were issued by KION GROUP AG, or by domestic or foreign companies in which KION GROUP AG directly or indirectly holds the majority of the votes and capital, on the basis of the general meeting's authorization resolution dated 11 May 2017, will exercise their conversion or option rights or perform their conversion or option obligations under such bonds, and to the extent that the conversion or option rights and/or conversion or option obligations are not satisfied through own shares, shares from authorized capital, or other consideration.

The new shares shall participate in the profit as from the beginning of the financial year in which they are issued; by way of derogation from this, the executive board may determine, if permitted by law, that the new shares will participate in the profit as from the beginning of an earlier financial year for which, at the time of their issue, the general meeting has not yet adopted a resolution on the appropriation of the balance sheet profit. The executive board shall be authorized to determine the further details of the performance of the conditional increase of the share capital.

## **§ 5 Corporate bodies**

The Company has the following corporate bodies:

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- a. the executive board,
- b. the supervisory board,
- c. the general meeting.

### **III. The Executive Board**

#### **§ 6 Composition and appointment**

1. The executive board shall consist of no less than two members. The number of members of the executive board shall be determined by the supervisory board.
2. The members of the executive board shall be appointed and their appointment revoked by the supervisory board in accordance with the German Codetermination Act (*Mitbestimmungsgesetz – “MitbestG”*).
3. The supervisory board may appoint a chairman of the executive board (CEO) and a deputy chairman of the executive board. The supervisory board is further entitled to appoint deputy members of the executive board.

#### **§ 7 Representation**

1. The Company shall be legally represented by a member of the executive board if the supervisory board has granted such member the authority to represent the Company alone; otherwise, the Company shall be legally represented by two members of the executive board or by one member of the executive board acting jointly with a procurator officer (*Prokurist*). With regard to the authority to represent the Company, the position of deputy members of the executive board shall be equivalent to that of regular members.
2. The members of the executive board and the procurator officers being authorised to legally represent the Company jointly with a member of the executive board are released from the prohibition of multiple representation in accordance with section 181, 2nd alternative of the German Civil Code (*Bürgerliches Gesetzbuch – “BGB”*). Section 112 AktG shall remain unaffected.

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### **§ 8 Management**

1. The executive board shall conduct the business of the Company in accordance with the law, these articles of association and the rules of procedure for the executive board. The executive board is obliged towards the Company to comply with the limitations determined by these articles of association, the supervisory board, the general meeting or the rules of procedure for the executive board with regard to the authority to manage the Company's business.
2. The resolutions of the executive board shall be adopted with the simple majority of votes, unless a different majority is stipulated by mandatory law. If the executive board consists of more than two members, the chairman shall have the casting vote in case of a tie.
3. The executive board shall adopt rules of procedure for itself by a unanimously adopted resolution of all members of the executive board in the event that the supervisory board does not issue rules of procedure for the executive board.

## **IV. The Supervisory Board**

### **§ 9 Composition, term of office, resignation**

1. The supervisory board shall consist of sixteen members, eight of which shall be elected by the general meeting and eight of which shall be elected by the employees in accordance with the German Codetermination Act.
2. Unless the general meeting in the election resolves on a shorter term of office for individual persons of the members to be elected by the general meeting or for the supervisory board as a whole, the members of the supervisory board shall be appointed for a term of office expiring upon the end of the annual general meeting resolving on their discharge for the fourth financial year after commencement of the term of office. The year in which the term of office commences shall not be taken into account for this purpose.
3. Substitute members may be elected for supervisory board members representing the shareholders; such substitute members will replace any supervisory board members representing the shareholders who depart early from their position, in the order determined in the election. The election of substitute members for the employees' representatives in the supervisory board is subject to the German Codetermination Act.

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4. If a member of the supervisory board representing the shareholders is elected in place of a departing member, such new member's term of office shall run for the residual term of office of the departing member. If a substitute member replaces the departing member, the substitute member's term of office shall end upon the end of the next general meeting in which a new supervisory board member is elected with a majority of no less than three quarters of the votes cast, at the latest, however, upon the expiry of the departing member's term of office.
5. The members and substitute members of the supervisory board may resign from their office, also without a good cause, by giving written notice to the chairman of the supervisory board or the deputy chairman by observing a four-week notice period. The chairman of the supervisory board may waive compliance with the notice period. In case of a good cause existing, the member may resign with immediate effect.

### **§ 10 Duties and rights**

1. The supervisory board shall have all duties and rights assigned to and conferred on it by law, by these articles of association or otherwise. This shall include in particular:
  - a. supervising the management of the Company;
  - b. appointing and revoking the appointment of the members of the executive board and concluding, amending, cancelling and terminating the employment agreements with members of the executive board;
  - c. convening a general meeting if this is required in the Company's interests;
  - d. commissioning the auditor of the Company's annual financial statements;
  - e. reviewing the annual and consolidated financial statements, the management report and consolidated management report and the proposal for the appropriation of the balance sheet profit, and presenting a written report on the result of such review to the general meeting;
  - f. approving the annual financial statements, unless the executive board and the supervisory board resolve to submit the annual financial statements to the General Meeting for approval.
2. The supervisory board shall determine that its approval shall be required for certain measures of the executive board.



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3. The supervisory board shall be entitled to make amendments of the articles of association relating solely to their wording.

#### **§ 11 Declarations of the supervisory board**

1. Declarations (*Willenserklärungen*) of the supervisory board and its committees shall be made by the chairman or, if the chairman is prevented from exercising his function, by the deputy chairman in the name of the supervisory board.
2. The chairman or, if the chairman is prevented from exercising his function, the deputy chairman shall be the permanent representative of the supervisory board and of its committees vis-à-vis third parties, in particular vis-à-vis courts and authorities and vis-à-vis the executive board. Section 112 sent. 2 AktG shall remain unaffected.

#### **§ 12 Chairman and deputy chairman**

1. The supervisory board shall elect under the chairmanship of the oldest present member representing the shareholders a chairman and a deputy chairman from amongst its members in accordance with the German Codetermination Act for the term of office determined in § 9 sub-section 2 of these articles of association. The election shall take place following the general meeting in which the supervisory board members representing the shareholders, which are to be elected by the general meeting, were appointed, in a meeting held without specific notice thereof being given. If the chairman or the deputy chairman resign or otherwise depart from their office before the expiry of their office term or if they are not merely temporarily prevented from exercising their office, the supervisory board shall newly elect a successor of the departing chairman or deputy for the latter's remaining term of office.
2. The deputy shall have the rights and obligations of the chairman only if the chairman is prevented from exercising his function and such rights and obligations are expressly conferred on the deputy by law or by these articles of association. In particular, the deputy shall not have the second voting right of the chairman of the supervisory board.
3. If the chairman of the supervisory board and the deputy are temporarily prevented from performing their duties, the oldest member of the supervisory board in terms of age representing the shareholders shall perform such duties as long as the chairman and the deputy chairman are prevented.

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### **§ 13 Rules of procedure and committees**

1. The supervisory board shall adopt rules of procedure for itself within the scope of the statutory regulations and the provisions of these articles of association.
2. Immediately following the election of the chairman and the deputy chairman, the supervisory board shall set up a committee for performing the duty specified in section 31 (3) sent. 1 MitbestG (mediation committee) which shall include the chairman, the deputy chairman as well as one member elected by the members representing the employees and one member elected by the members representing the shareholders, in each case with the majority of the votes cast.
3. The supervisory board may set up further committees from amongst its members and may determine the duties and powers of such committees. To the extent permitted by law, the supervisory board may also confer decision-making powers on such committees.
4. If the chairman of the supervisory board is a member of a committee consisting of the same number of supervisory board members representing the shareholders and supervisory board members representing the employees and a vote within the committee results in a tie, the chairman of the supervisory board shall have two votes in case of a new vote being taken on the same subject if such new vote results in a tie as well. A second voting right shall not exist with regard to the proposal under section 31 (3) sent. 1 MitbestG. § 15 sub-section 2 sent. 3 of these articles of association shall apply *mutatis mutandis*.
5. The supervisory board and the committees may consult expert persons when performing their duties. They may, based on a resolution or on the order of the chairman of the supervisory board or of the relevant committee, call in experts and persons providing information when holding their meetings.

### **§ 14 Convening of meetings**

1. The supervisory board shall generally hold one meeting within a calendar quarter and is obliged to hold two meetings within a calendar half-year.
2. The meetings of the supervisory board shall be convened by the chairman or, if the chairman is prevented from exercising his function, by the deputy chairman by notice in text form (§ 126 b BGB) by observing a notice period of two weeks. For the purpose of calculating the notice period, the day of sending the notice and the day of the meeting

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shall not be taken into account. In urgent cases the chairman may shorten the notice period to no less than three days and may convene the meeting orally, by telephone or in another manner.

3. The notice of the meeting shall specify the place and time of the meeting as well as the individual items of the agenda and proposed resolutions. Any additions to the agenda shall be notified by the seventh day before the meeting unless a later notification is justified in an urgent case.
4. The chairman of the supervisory board or, if the chairman is prevented from exercising his function, the deputy chairman may postpone a meeting convened before it is opened.

### **§ 15 Adoption of resolutions**

1. Resolutions of the supervisory board shall generally be adopted in physical meetings (*Präsenzsitzungen*) in which the supervisory board members are present in person. Supervisory board members taking part in the meeting via video or telephone conference are deemed to be present for the purpose of this § 15 and are allowed to cast their votes via these channels.
2. The supervisory board shall have a quorum if notice of the meeting was given to all members of the supervisory board under the address most recently notified and no less than half the number of members of which the supervisory board shall consist participate in the adoption of the resolution. A member of the supervisory board is also deemed to participate in the adoption of the resolution if he abstains from voting. Absent members of the supervisory board may participate in the adoption of a resolution by having their votes submitted in text form by another supervisory board member. This shall also apply to the casting of the second vote of the chairman of the supervisory board.
3. If an item of the agenda was neither contained in the notice of the meeting nor notified to the members in due time before the meeting, the supervisory board may only resolve thereon if none of the members of the supervisory board being present during the meeting objects and no less than two thirds of the members are present. In such case members of the supervisory board not attending the meeting in person shall be given the opportunity to object to the adoption of the resolution or to cast their vote in text form within a reasonable time limit to be determined by the chairman. The resolution shall

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- only enter into effect if and when none of the absent supervisory board members has raised an objection within the time limit set by the chairman.
4. The chairman of the supervisory board, or his deputy if he is prevented from exercising his function, shall chair the meeting of the supervisory board and determine the order in which the items of the agenda are dealt with as well as the manner and order of votings.
  5. Resolutions of the supervisory board shall be adopted with the simple majority of votes, unless stipulated otherwise by law. This shall also apply to elections. For the purpose of determining the result of a vote, abstentions shall not be counted.
  6. If a vote results in a tie, a repeated discussion of the matter shall take place only if the majority of the supervisory board members so resolve. Otherwise, the vote shall be repeated immediately. In such repeated vote on the same matter, the chairman shall have two votes if the repeated vote results in a tie again.
  7. If not all supervisory board members are present during the adoption of a resolution and the absent members fail to have their votes submitted in accordance with sub-section 2 sentence 3 above, the adoption of the resolution shall be postponed at the request of no less than two supervisory board members being present, unless (i) the chairman of the supervisory board attends the meeting or has his vote submitted in text form by a supervisory board member being present during the meeting, and (ii) the same number of members representing shareholders and members representing employees are present or participate in the adoption of the resolution by casting their votes in text form or a possible inequality is offset by individual supervisory board members not participating in the adoption of the resolution. In case of a postponement, the repeated adoption of that resolution shall take place in the next supervisory board meeting, unless the procedure according to sub-section 8 is applied. No further minority request for postponement shall be admissible in such new adoption of the resolution.
  8. Outside physical meetings, the adoption of a resolution in text form, by telephone or in other similar manners shall be permitted if so determined in an individual case by the chairman of the supervisory board or, if he is prevented from exercising his function, by the deputy chairman. In particular, the supervisory board shall be permitted to adopt resolutions by video or telephone conference or by a combination of the aforementioned means. Supervisory board members do not have the right to object to a method of voting ordered by the chairman of the supervisory board or, if he is prevented from exercising his function, by the deputy chairman. The resolutions adopted in accordance

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with this sub-section shall be recorded by the chairman in writing and forwarded to all members. Otherwise, the foregoing provisions shall apply *mutatis mutandis*.

9. A resolution adopted by the supervisory board can only be contested as being invalid by taking legal action within one month after the respective member obtained knowledge of the resolution.
10. With regard to the adoption of resolutions in the supervisory board committees, the provisions of these articles applying to the adoption of resolutions of the supervisory board shall apply *mutatis mutandis*.

### **§ 16 Minutes**

The resolutions and meetings of the supervisory board and its committees shall be recorded in minutes to be signed by the chairman of the respective meeting or, in case of § 15 sub-section 8, by the chairman of the supervisory board. Such minutes shall specify the place, date and time (beginning and end) of the meeting or adoption of the resolution, the persons attending the meeting, the items of the agenda, the material content of the deliberations, the results of votes, and the resolutions adopted by the supervisory board or the committee. A copy of the minutes shall be forwarded to each member of the supervisory board without delay.

### **§ 17 Duty of care and duty to observe secrecy**

1. When performing their duties, the members of the supervisory board shall apply the due diligence of prudent and conscientious administrators of an office.
2. The members of the supervisory board shall observe secrecy – also after they resigned or otherwise departed from the supervisory board – with regard to any confidential information and secrets of the Company, in particular business and trade secrets, of which they become aware as a result of their work in the supervisory board. In particular, the supervisory board members shall be obliged to observe secrecy with regard to confidential reports received and confidential deliberations. The obligation to observe secrecy shall be expressly imposed on any persons present during meetings of the supervisory board who are not members of the supervisory board.
3. If a member of the supervisory board intends to disclose to third parties any information for which it cannot be ruled out with certainty that such information is confidential or relates to secrets of the Company, the member shall inform the chairman of the supervisory board about such information in advance, by naming the person to whom

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the information shall be disclosed, and give him the opportunity to provide its comments before disclosing the information.

### **§ 18 Remuneration of the supervisory board**

1. Each member of the supervisory board shall receive a fixed annual remuneration of EUR 55,000.00 as well as compensation for his expenses. The chairman of the supervisory board shall receive EUR 165,000.00 p.a., and the deputy chairman shall receive EUR 110,000.00 p.a.
2. As consideration for the membership in the audit committee, supervisory board members shall receive an additional remuneration of EUR 15,000.00, as consideration for acting as deputy chairman of the audit committee, supervisory board members shall receive an additional remuneration of EUR 30,000.00, and as consideration for chairing the audit committee, supervisory board members shall receive an additional remuneration of EUR 45,000.00. As consideration for the membership in the executive committee, supervisory board members shall receive an additional remuneration of EUR 8,000.00, and as consideration for chairing the executive committee, supervisory board members shall receive an additional remuneration of EUR 16,000.00. The additional remuneration according to this clause shall only be payable if the relevant committee has convened at least once in the relevant financial year.
3. Supervisory board members who were not members of or did not chair the supervisory board or a committee during a full financial year shall receive the remuneration following from sub-sections 1 and 2 on a pro rata temporis basis in the amount of one twelfth for each commenced month of their function.
4. Furthermore, the members of the supervisory board shall receive for each participation in a physical meeting of the supervisory board and its committees an attendance fee of EUR 1,500.00 per meeting day. The participation by way of video or telephone conference shall qualify as participation within the meaning of this clause. Should there be several meetings on a single day, the attendance fee shall be paid only once.
5. The remuneration pursuant to sub-sections 1 and 2 **Fehler! Verweisquelle konnte nicht gefunden werden.** shall become due after the end of the relevant financial year. The attendance fee pursuant to sub-section 4 shall become due after the relevant meeting.

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6. The Company shall reimburse each supervisory board member the VAT payable in relation to his remuneration/compensation.
7. The members of the supervisory board shall be included in a D & O insurance being maintained by the Company with an adequate insured sum in its own interests. The premiums for this insurance will be borne by the Company.

## **V. General Meeting**

### **§ 19 Place of the meeting; convening the general meeting**

1. The general meeting shall take place in Germany at the place of the registered office of the Company or any of its subsidiaries, at a place within 100 km (beeline) of the Company's registered office, at the place of a German stock exchange where shares of the Company are listed, or in a city with a population of more than 50,000.
2. The general meeting shall be convened, notwithstanding the statutory rights of the supervisory board and a minority of shareholders to convene a general meeting, by the executive board.
3. Notice of the general meeting shall be given – unless a shorter period is permitted by law – no less than thirty days prior to the day of the general meeting. For the purpose of calculating this time limit, the day of the general meeting and the day of sending the notice shall not be taken into account. This notice period shall be extended by the days of the registration period specified in § 20 sub-section 1 of these articles of association.
4. For the purpose of transmitting notices of a general meeting being convened in accordance with section 125 (2) sent. 1 AktG and section 128 (1) sent. 1 AktG, transmission by means of electronic communication is deemed to be sufficient in accordance with the statutory provisions. The executive board is entitled – but not obliged – to send notices as paper-based documents as well.
5. The general meeting resolving on the approval of the acts of the members of the executive board and the supervisory board, on the appropriation of the balance sheet profit and on the election of the auditors of the annual financial statements shall take place within the first eight months of each financial year (annual general meeting).

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### **§ 20 Attendance of the general meeting**

1. Only those shareholders shall be entitled to attend the general meeting and to exercise their voting rights who have registered in a timely manner prior to the meeting. Such registration must be received by the Company at the address specified for this purpose in the notice of the meeting no less than six days prior to the general meeting. A shorter time limit to be expressed in days may be stipulated in the notice of the meeting. The day of receipt of the registration and the day of the general meeting shall not be taken into account for the purpose of calculating this time limit. The registration shall require the text form and shall be made in German or English.
2. Further, the shareholders must provide evidence of their right to attend the general meeting and to exercise their voting rights. For this purpose evidence of their shareholding issued in text form by the custodian bank will be sufficient. The evidence of the shareholding shall relate to the beginning of the 21st day (local time at the Company's registered office) prior to the general meeting and shall be received by the Company, at the address notified for this purpose in the notice of the meeting, no less than six days prior to the general meeting. A shorter time limit to be expressed in days may be stipulated in the notice of the meeting. The day of receipt and the day of the general meeting shall not be taken into account for the purpose of calculating this time limit.
3. The executive board is authorised to determine that the shareholders may attend the general meeting also without being present at the place where it is held and without a proxy and may exercise their rights in whole or in part by means of electronic communication. Further, the executive board is authorised to determine details regarding the extent and procedure of attendance of the meeting and the exercise of rights in terms of sentence 1. Such details shall be announced in the notice of the general meeting.

### **§ 21 Voting right**

1. Each share shall grant one vote in the general meeting. The voting right will enter effect upon full payment of the capital contribution.
2. The voting right may be exercised by proxy. The granting and revocation of a proxy and the evidence provided to the Company of a proxy having been granted shall require the text form. Section 135 AktG shall remain unaffected. Less strict formal requirements may be determined in the notice of the general meeting. The evidence of proxy may be



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transmitted by means of electronic communication which shall be determined in the notice of the general meeting.

3. The executive board is authorised to determine that shareholders may submit their votes, without attending the meeting, in writing or by means of electronic communication (absentee voting). Further, the executive board is authorised to determine details regarding the procedure. Such details shall be announced in the notice of the general meeting.

### **§ 22 Chairing of the general meeting**

1. The general meeting shall be chaired by the chairman of the supervisory board or by another supervisory board member designated in advance by the shareholders' representatives in the supervisory board for individual or for multiple cases. If the chairman of the supervisory board does not take the chair and no other supervisory board member has been designated to chair the general meeting, the chairman of the meeting shall be elected by the general meeting, such election to be chaired by the shareholder with the highest shareholding present in the meeting or its representative.
2. The chairman of the meeting shall chair the proceedings and determine the order of the items to be dealt with and of the votings, which order may diverge from the agenda as announced in the notice of the meeting. Further, the chairman of the meeting shall determine the form, procedure and further details of the voting and may also determine that several votings be combined in one voting procedure.
3. The chairman of the meeting may appropriately limit the shareholders' right to speak and to ask questions. In particular, the chairman of the meeting may determine, at the beginning or during the general meeting, a reasonable time schedule for the course of the meeting, for the discussions regarding the individual items of the agenda and for the time to speak and to ask questions either generally or for an individual speaker.

### **§ 23 Adoption of resolutions by the general meeting**

Resolutions of the general meeting shall require the simple majority of the votes cast, unless stipulated otherwise by mandatory statutory law. In cases where the majority of the share capital represented during the adoption of the resolution is required by statutory law, the simple majority of the represented share capital shall be sufficient unless a larger majority is stipulated by mandatory statutory law.

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### **§ 24 Transmission of the general meeting**

The chairman of the general meeting is authorised to permit the audio and video transmission of all or part of the general meeting in a form defined by him if this was announced in the notice of the general meeting. The transmission may also be effected such that the general public has unlimited access to it.

## **VI. Annual Financial Statements, Appropriation of the Profit**

### **§ 25 Annual financial statements**

1. The executive board shall draw up the annual financial statements and the management report as well as the consolidated financial statements and the consolidated management report for the preceding financial year within the statutory time limits and submit them to the supervisory board and to the auditor of the annual financial statements promptly after they have been drawn up. At the same time the executive board shall submit a proposal to the supervisory board for the appropriation of the balance sheet profit.
2. The supervisory board shall review the annual financial statements, the management report and the proposal for the appropriation of the balance sheet profit as well as the consolidated financial statements and the consolidated management report and report on the result of its review in writing to the general meeting. At the end of such report the supervisory board shall state whether it approves the annual financial statements and consolidated financial statements drawn up by the executive board. If the supervisory board approves the annual financial statements after having reviewed it, they are deemed to be approved (*festgestellt*).
3. If the executive board and the supervisory board approve the annual financial statements, they will be authorised to transfer the net profit for the year, which remains after deduction of the amounts to be transferred to the statutory reserve and any loss carried forward, to other revenue reserves in whole or in part. The transfer of more than half of the net profit for the year shall not be permitted, if the other revenue reserves exceed half the amount of the share capital or would do so following the transfer.

### **§ 26 Appropriation of the profit**

1. The general meeting shall resolve on the appropriation of the balance sheet profit resulting from the approved annual financial statements.

## **Convenience Translation**

2. In addition to or instead of a cash distribution, the general meeting may also resolve to make a distribution in kind.
3. The executive board, with the approval of the supervisory board, may make an advance payment in relation to the expected balance sheet profit to the shareholders after the end of the financial year.

## **VII. Final Provisions**

### **§ 27 Place of jurisdiction**

By subscribing for or acquiring shares or interim certificates, the shareholder submits to the Company's regular place of jurisdiction with regard to all disputes with the Company or with members of the Company's bodies except to the extent that there are mandatory statutory provisions to the contrary.

### **§ 28 Formation costs / Expenses incurred by the change of the legal form**

The costs incurred by the formation of the Company, respectively the costs incurred by the Company's legal form being converted into a stock corporation, shall be borne by the Company up to an amount of Euro 550,000.00.

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