

***Non-Binding English Translation:***

*To the extent that a conflict between the English and the German version of these Articles of Association should arise, the German version applies. Only the German version is authoritative.*



**Articles of Association**

**Brockhaus Technologies AG**

## **I. General Provisions**

### **§ 1**

#### **Company Name, Registered Office, Term**

1. The stock corporation has the name Brockhaus Technologies AG.
2. Its registered office is in Frankfurt am Main.
3. The company's term is not limited to a specific time period.

### **§ 2**

#### **Purpose of the Business**

1. The purpose of the company is establishing businesses and the acquisition, holding for the long term and management support of participations in businesses, if appropriate, the sale of such participations as well as rendering services in connection with the above, such as support for distribution, marketing, financing and general organization as well as management matters and in acquiring financing. The purpose is also the exercise of business activities of a management holding company for companies in which participations are held, including the management of such companies and rendering services for them (corporate group services), granting third party capital to companies in which participations are held to the extent this does not require a permit from public authorities and the development and implementation of new business concepts for businesses in which participations are held and for third parties as well as rendering services and providing consulting to businesses, especially about the direction of the business, the business concept, capital structure, possibilities for financing and investment (business consulting), to the extent this does not require a permit from public authorities. The purpose of the business under the business strategy includes also investment by the company of freely available funds which are not tied up in participations, including also in securities listed on the exchange, such as stocks, profit share certificates, other mezzanine instruments, bonds,

funds, certificates or derivatives. The goal of the company with regard to its participations is developing them over the long term and increasing value. The company is authorized to engage in all transactions and measures which do not require permits and which appear directly or indirectly to be necessary and/or beneficial to achieve the purpose of the company.

2. The company is authorized to establish permanent establishments and branches in Germany and foreign countries as well as conclude contracts involving common interests and similar contracts as well as acquiring rights. The company can also conclude corporate group agreements and/or cooperation agreements with other businesses or limit itself to the administration of participations. The company can completely or partially indirectly realize the purpose of its business especially by involving subsidiaries or single purpose entities and also completely or partially spin off its assets for this purpose to subsidiaries and/or companies in which participations are held, including joint enterprises.

### **§ 3**

#### **Financial Year**

The financial year of the company is the calendar year. The time period from 1 August until 31 December in the calendar year in which the amendment to the Articles of Association (conversion of the financial year to the calendar year) takes effect by registration in the commercial register for the company is a partial financial year.

### **§ 4**

#### **Announcements, Transmission of Information**

1. The company publishes its announcements in the Federal Gazette [*Bundesanzeiger*], unless mandatory provisions in the law provide otherwise. Voluntary announcements will be made on the company's website.

2. The company is authorized to transmit information to the shareholders by means of data transmission, to the extent permitted by law.

## II. Share Capital and Shares

### § 5

#### Share Capital

1. The share capital is EUR 10,386,808.00. It is divided into 10,386,808 registered common shares.

The shareholders must provide their names, their addresses and their dates of birth to the company for registration in the stock register, to the extent natural persons are involved, and in the case of legal entities, they must provide their company names, their business addresses and registered offices, as well as in both cases the number of the shares they hold and any electronic mailing address they might have.

2. The share capital has been paid in full by conversion of corporate form of the previous entity, Eagle Fonds Verwaltungs- und Treuhand-GmbH with its registered office in Frankfurt am Main, registered in the commercial register at the Local Court [*Amtsgericht*] Frankfurt am Main under HRB 78705. The assets of Eagle Fonds Verwaltungs- und Treuhand-GmbH constitute the assets of the company upon registration of change of corporate form.
3. In the case of an increase in the share capital, the participation in the profit for new shares can be determined in a manner different from the provisions in § 60 German Stock Corporations Act [*Aktiengesetz*, "AktG"].
4. (*struck*)

5. The executive board is authorized to increase the share capital of the company until 8 July 2025 with the consent of the supervisory board by issuing new registered common shares in exchange for cash contributions and/or contributions in kind, completely or in partial amounts, once or multiple times by up to a total of EUR 4,959,029.00 ("Authorized Capital 2020"). The new shares must generally be offered to the shareholders for subscription (also by way of indirect subscription pursuant to § 186 para. 5 sentence 1 AktG).

However, the executive board is authorized to completely or partially exclude the statutory subscription right of the shareholders with the consent of the supervisory board, especially in the following cases:

- (i) in order to exclude remainder amounts from the subscription right;
- (ii) in the case of capital increases in exchange for contributions in kind, in order to grant shares for the purpose of acquiring enterprises, parts of enterprises, participations in enterprises or other assets or rights;
- (iii) in the case of cash capital increases, if the issuing price for the new shares is not materially less than the value of the already existing shares at the time of the final determination of the issue price and the shares issued subject to exclusion of the subscription right pursuant to § 186 para. 3 sentence 4 AktG do not exceed a total of 10 % of the share capital either at the time this authorization takes effect or at the time this authorization is exercised. Shares must be taken into account in this limit of 10 % of the share capital which (a) are issued or sold subject to exclusion of the subscription right in direct and corresponding application of § 186 para. 3 sentence 4 AktG during the term of this authorization, or which (b) are or can be issued to service bonds and/or profit sharing rights with conversion rights and/or warrants or convertible bonds and/or duties under conversion rights and/or warrants if these financial instruments are issued subject to exclusion of the subscription right after this authorization takes effect in corresponding application of § 186 para. 3 sentence 4 AktG;

- (iv) in the case of cash capital increases, to the extent necessary, in order to grant a subscription right to new shares of the company to holders of bonds or profit sharing rights or conversion rights and/or warrant rights or duties to convert or duties to exercise a warrant issued by the company or group companies in which the company has a direct or indirect majority participation, to the extent these holders would have such a subscription right after exercise of the warrant or conversion right, or to perform the duty to exercise a warrant or to convert or upon exercise of an authorization of the company to make a substitution;
- (v) to grant a so-called scrip dividend under which the shareholders are offered the opportunity to contribute their claim for a dividend (completely or partially) as a contribution in kind to the company in exchange for a grant of new shares under the authorized capital.

The executive board is authorized, with the consent of the supervisory board, to determine the further content of the stock rights, the details of the capital increase as well as the terms and conditions for issuing shares, especially the issue price.

6. (*struck*)
7. The share capital is conditionally increased by up to EUR 425,200.00 by the issuance of up to 425,200 registered common shares ("Conditional Capital 2019). The conditional capital increase serves exclusively the purpose of granting rights to the holders of stock option rights under the stock option program which the executive board or, if a grant of options to members of the executive board is involved, the supervisory board was authorized to issue in the resolution of the general shareholders' meeting on 27 June 2019. The conditional capital increase will only be implemented to the extent the holders of stock option rights granted on the basis of the authorization of the general shareholders' meeting on 27 June 2019 exercise these stock option

rights and the company does not fulfill the stock option rights by delivery of treasury shares or by cash payment.

The new shares participate in the profit from the beginning of the financial year for which no resolution of the general shareholders' meeting about the use of the balance sheet profit has been adopted at the time the new shares are issued.

The company's executive board is authorized, with the consent of the supervisory board, to determine the further details for implementing the conditional capital increase unless stock option rights and shares are intended to be issued to members of the executive board of the company; in this situation, the supervisory board will determine the further details for implementing the conditional capital increase.

The supervisory board is authorized to amend the version of the Articles of Association in accordance with the scope of the capital increase under the Conditional Capital 2019.

8. (*struck*)
9. The share capital of the company is increased by up to EUR 2,000,000.00 by issuing up to 2,000,000 new registered common shares ("Conditional Capital 2020). The conditional capital increase will only be carried out to the extent the holders or creditors of warrant rights or conversion rights or parties required to exercise conversion rights or warrants under warrant bonds or convertible bonds issued or guaranteed by the company or a corporate group enterprise within the meaning of § 18 AktG up to 8 July 2025 on the basis of the authorization adopted by the general shareholders' meeting on 9 July 2020 make use of their warrants or conversion rights or, to the extent they are required to exercise conversion rights, such parties fulfill their obligation to convert or, to the extent the company exercises an elective right to grant shares in the company completely or partially instead of payment of the amount of money that is due, to the extent that in each case cash compensation is granted or treasury shares or shares of another company listed on the exchange are used to service such claims. The issuance of the new shares will take place for the respectively

determined conversion or option price in accordance with the above referenced authorizing resolution. The new shares issued on the basis of the exercise of conversion rights or warrants or to fulfill a duty to convert generally participate in the profit from the beginning of the financial year in which the new shares come into existence; however, to the extent new shares are issued on the basis of a declaration to convert or exercise a warrant that has been declared prior to the annual general shareholders' meeting of the company that resolves about the use of the profit in the balance sheet for the previous financial year, the right of these new shares to receive a dividend also applies for the financial year preceding the issuance of the shares. To the extent legally permissible, the executive board, with the consent of the supervisory board, can determine the participation in profit for new shares in a manner that deviates from § 60 para. 2 AktG. The Executive Board is authorized, with the consent of the supervisory board, to determine the further details for implementing the conditional capital increase.

## **§ 6**

### **Form of the Share Certificates**

The form of the share certificates and the dividend coupons and renewal coupons is determined by the executive board with the consent of the supervisory board. The company can combine individual shares in share certificates that represent multiple shares (global shares, global certificates). The claim of the shareholder for certification of its share is excluded to the extent legally permissible and a certification is not required under the rules of an exchange on which the shares are admitted. A claim of the shareholder for issuance of dividend coupons and renewal coupons is excluded.



### **III. Executive Board**

#### **§ 7**

#### **Composition, Rules of Procedure**

1. The executive board consists of one or more persons. The supervisory board determines the number of members in the executive board.
2. The supervisory board can appoint a chairman of the executive board as well as a vice-chairman.
3. The supervisory board issues rules of procedure for the executive board in which the supervisory board determines, among other aspects, certain types of matters which require the consent of the supervisory board.

#### **§ 8**

#### **Resolutions, Representative Authority**

1. The executive board will normally adopt resolutions in meetings. At the request of the executive board, meetings can also be conducted in the form of a conference call or using other means of electronic communication (especially video conference) and individual members of the executive board can participate telephonically or using other means of electronic communication (especially video transmission) if no member of the executive board objects to this procedure without undue delay; in these situations, resolutions can be adopted by way of the conference call or using other means of electronic communication (especially video transmission).
2. Resolutions can also be adopted outside of meetings in writing, orally, telephonically, by telefax, by email or using other common means of communication, in a combination of the above-mentioned forms as well as in a combination of a meeting and adopting a resolution outside of a meeting if a member of the executive board requests this and no other member of the executive board objects to this procedure without undue

delay. If a member of the executive board has not participated in such a resolution, that member should be informed about the adopted resolutions without undue delay.

3. Resolutions of the executive board are adopted by a simple majority of the votes of the members of the executive board participating in the voting. A member of the executive board also participates in the resolution when that member abstains from voting.
4. If only one member of the executive board has been appointed, that member represents the company alone. If more than one member of the executive board has been appointed, the company is represented by two members of the executive board acting together or by one member of the executive board acting together with a holder of registered signing authority [*Prokurist*]. If more than one member of the executive board has been appointed, individual representative authority can be granted to each of them. The members of the executive board are released from the restrictions in § 181 2<sup>nd</sup> alternative German Civil Code [*Bürgerliches Gesetzbuch*, "BGB"].

#### **IV. Supervisory Board**

##### **§ 9**

##### **Composition, Delegation Right, Appointment, Term of Office**

1. The supervisory board consists of six members unless provided otherwise under mandatory provisions in the law.
2. Falkenstein Heritage GmbH with its registered office in Wetzlar has the non-transferrable right to appoint to the company's supervisory board one third of the number of members of the supervisory board representing the shareholders resulting under the law or the Articles of Association so long as Falkenstein Heritage GmbH holds common shares representing a proportionate stake in the share capital of the company of at least 10 percent. If the participation of Falkenstein Heritage GmbH

in the share capital of the company falls below the threshold of 10 percent, the right to appoint members passes to Mr. Marco Brockhaus or a company controlled by him if Mr. Marco Brockhaus or the company controlled by him at that point in time is a shareholder of the company and holds common shares representing a proportionate amount of at least 10 percent in the share capital of the company. In the event of the death of Mr. Marco Brockhaus, the right to appoint in this situation passes to his heirs or a company controlled by them if the heirs or the company controlled by them is a shareholder of the company at that point in time and if they hold common shares representing a proportionate amount totaling of at least 10 percent in the share capital of the company. If the right to appoint in accordance with this provision passes to multiple heirs, the right to appoint belongs to them only jointly and can only be jointly exercised by them or a joint representative.

3. To the extent the general shareholders' meeting does not resolve a shorter period of time for individual members of the supervisory board to be elected by the general shareholders' meeting or for the entire supervisory board when the members are elected, the members of the supervisory board are elected for a maximum time until the end of the general shareholders' meeting which resolves about ratification [*Entlastung*] for the fourth financial year after the term of office begins. The financial year in which the term of office begins will not be counted.
4. One or more substitute members can be elected at the same time as the members of the supervisory board to be elected by the general shareholders' meeting. In the event of an early departure of a member of the supervisory board, the substitute member enters the supervisory board for the departed member's remaining term of office.
5. Repeat appointments and new delegation of members of the supervisory board are permissible.

6. If a member of the supervisory board to be elected by the general shareholders' meeting leaves the supervisory board prior to the expiration of that member's term of office and if there is no available elected substitute member, the election of a successor will take place for the remainder of the term of office of the member of the supervisory board that has left office early to the extent no other term of office is determined.
7. Each member or substitute member of the supervisory board can resign from office also without having just cause [*wichtiger Grund*] by written notification to the executive board giving one month's notice. The chairman of the supervisory board, and in the event of a resignation from office by the chairman, the chairman's vice-chairman can approve a shorter notice period. The right to immediate resignation from office for just cause is not affected.

## **§ 10**

### **Chairman, Vice-chairman**

1. Following the general shareholders' meeting in which the members of the supervisory board representing the shareholders are elected, a special meeting of the supervisory board will take place without any special call to the meeting. The supervisory board elects from its members a chairman and at least one vice-chairman in this meeting.
2. The term of office of the chairman and the vice-chairman(men) corresponds to their term of office as a member of the supervisory board unless a shorter term of office is determined in the election.
3. If the chairman or a vice-chairman leaves office early, the supervisory board must conduct a new election for the remaining term of office of the departed member without undue delay.
4. The election of the chairman of the supervisory board will be chaired by the member of the supervisory board attending the meeting who is the oldest in terms of age.

5. The vice-chairman (only) has the rights and duties of the chairman of the supervisory board when the chairman is hindered and the law, these Articles of Association or the rules of procedure of the supervisory board do not provide otherwise.

## **§ 11**

### **Resolutions, Declarations of Intent**

1. The supervisory board must hold at least two meetings in each half calendar year.
2. The chairman calls the meeting by giving seven days' notice in writing or by means of electronic media, and the chairman determines the form of the meetings. The date on which the invitation to the meeting is sent and the date of the meeting are not included when calculating the notice period. In urgent cases, the chairman can shorten the notice period and call the meeting orally or by telephone. The items on the agenda must be announced with the invitation.
3. Resolutions of the supervisory board are normally adopted in meetings of the supervisory board. Resolutions on items on the agenda which have not been notified on time can only be adopted if no member objects to the vote. Absent members must be given the opportunity to object to the adoption of a resolution within a reasonable time period determined by the chairman. The resolution first takes effect when no absent member has objected within the time period.
4. Upon the initiative of the chairman, meetings can also be held in the form of a conference call or using other electronic means of communication (especially video conference), and individual members of the supervisory board can participate by telephone or using electronic means of communication (especially video transmission). A resolution of the supervisory board can be adopted, at the initiative of the chairman, with the votes being cast orally, telephonically, in writing or by

transmission using electronic media. Such resolutions will be recorded by the chairman in writing and forwarded to all members.

5. The supervisory board has a quorum when at least one half of the total members which the supervisory board is required to have participate in voting on a resolution. If the supervisory board consists of three members, it has a quorum when all members participate in voting on a resolution. A member also participates in voting on a resolution when that member abstains from a vote. Absent members can participate in voting on a resolution by having another member submit a written vote. A vote transmitted by means of electronic media also constitutes a written vote. The combination of the different forms of voting on a resolution, also together with a meeting of individual or multiple members of the supervisory board, is permissible.
6. The resolutions of the supervisory board are adopted by a simple majority unless the law requires otherwise. In the case of a tie vote, the vote of the chairman of the supervisory board or, if the chairman does not participate in the resolution, the vote of the vice-chairman is determinative.
7. The chairman determines the sequence in which the items on the agenda are dealt with as well as the type and sequence of voting. Minutes must be prepared about the meetings of the supervisory board and must be signed by the chairman of the meeting. The minutes to be prepared for resolutions adopted outside of meetings must be signed by the chairman of the supervisory board. The chairman is authorized to issue the declarations of intent required to implement the resolutions of the supervisory board and receive declarations of intent on behalf of the supervisory board. If the chairman is hindered, the chairman's vice-chairman has this authority.

## **§ 12**

### **Rules of Procedure, Amendments to the Articles of Association**

1. The supervisory board will adopt rules of procedure for itself.
2. The supervisory board is authorized to make amendments to the Articles of Association which only involve the wording.

## **§ 13**

### **Committees**

The supervisory board can create committees from among its members and assign certain tasks to the committees. The committees can also be given decision-making authority of the supervisory board unless provisions in the law require that the overall supervisory board has sole responsibility. The composition, authorization and procedures for the committees will be determined by the supervisory board.

## **§ 14**

### **Confidentiality**

1. The members of the supervisory board must maintain confidentiality about confidential reports and confidential consultations as well as secrets of the company, namely, operational and business secrets which they learn about as a result of their activity in the supervisory board. This obligation also applies after a member leaves office.
2. If a member of the supervisory board wants to disclose information to third parties when the possibility cannot be precluded with certainty that the information is confidential or involves secrets of the company, that member should inform the chairman of the supervisory board in advance and give the chairman the opportunity to respond.

## **§ 15**

### **Compensation**

1. The chairman of the supervisory board receives annual fixed compensation of EUR 90,000.00, and the vice-chairman receives annual fixed compensation of EUR 60,000.00, and the other members of the supervisory board receive annual fixed compensation of EUR 30,000.00.
2. Regular committee members receive annual fixed compensation of EUR 2,000.00. The chairman of the audit committee receives additional, annual fixed compensation of EUR 20,000.00. The chairman of the supervisory board and the 1<sup>st</sup> vice-chairman receive no additional fixed compensation for work in committees. No compensation is paid for membership in committees which did not have a meeting in the financial year.
3. The members of the supervisory board will also receive reimbursement of their disbursements and compensation for any value added tax to be paid respectively on their compensation and disbursements.
4. The annual fixed compensation will be paid after the end of the general shareholders' meeting which adopts the resolution ratifying actions in the previous financial year. Members of the supervisory board who belong to the supervisory board or a committee or chair the supervisory board or the audit committee during only part of a financial year receive lower compensation proportionately according to time.

## **§ 16**

### **D&O Insurance**

The company can conclude liability insurance (D&O insurance) for the benefit of the members of the supervisory board and the executive board at reasonable, standard conditions in the market covering legal liability from the activity in the supervisory board and the executive board; a reasonable deductible should be agreed.



## V. General Shareholders' Meeting

### § 17

#### Calling Meetings

1. The general shareholders' meeting that decides about ratification of actions of the executive board and the supervisory board, the distribution of profit, the appointment of the auditor and, if applicable, the determination of the annual financial statements (regular shareholders' meeting) takes place within the first eight months after the end of each financial year.
2. Extraordinary general shareholders' meetings must be called if the welfare of the company requires this.
3. The general shareholders' meeting will be called by the executive board unless other persons are also authorized to do so under the law or these Articles of Association.
4. The general shareholders' meeting must be called by way of an announcement in the Federal Gazette at least 30 days prior to the day by the end of which the shareholders must register for the general shareholders' meeting (registration date). The date on which the meeting is called and the registration date will not be included when calculating the above time period.
5. (*struck*)

### § 18

#### Location

The general shareholders' meeting takes place at the registered office of the company, at the registered office of a German securities exchange or in another city in the Federal Republic of Germany which has a population of more than 100,000.

## § 19

### Prerequisites for Participation and Exercise of Voting Rights

1. Only those shareholders who are registered in the stock register and register for the meeting on time are entitled to participate in the general shareholders' meetings and exercise voting rights.
2. The registration must be submitted to the address notified for this purpose in the call for the meeting in text form in German or English. At least six days must remain free between the date of receipt of the registration and the date of the general shareholders' meeting. A shorter period measured in days can be set in the notice calling the general shareholders' meeting.
3. The voting right can also be exercised by a person with power of attorney (proxy). The issuance of the power of attorney, the revocation of the power of attorney and proof of power of attorney for the company require text form. The details for issuing these powers of attorney, revoking them and proving them to the company will be announced when the general shareholders' meeting is called in which an easing of the requirements can also be determined. Powers of attorney can be transmitted to the company also in an electronic means to be determined in detail by the executive board. § 135 AktG is not affected.
4. The executive board is authorized to provide that shareholders can participate in the general shareholders' meeting, also without being present at the location of the meeting and without having an authorized representative, and can exercise all or individual shareholder rights completely or partially by way of electronic communication (online participation). The executive board can regulate in detail the extent and process for online participation. If the executive board makes use of this authorization, the executive board will announce the further details of the process with the notice calling the general shareholders' meeting. Shareholders participating in the general shareholders' meeting pursuant to sentence 1 are neither entitled to file an objection against the resolutions of the general shareholders' meeting or file an action before

the courts challenging the resolutions under § 245 para. 1 no. 1 AktG [*Anfechtung*].

5. The executive board is authorized to provide that shareholders can submit their votes in writing or using electronic communications also without participating in the general shareholders' meeting (absentee voting). The executive board can regulate the details of the procedure for absentee voting.
  
6. The executive board is authorized to allow audio and/or video transmission of the general shareholders' meeting. The executive board will regulate the further details. Members of the supervisory board are permitted, in consultation with the chair of the meeting, to participate in unusual situations in the general shareholders' meeting by way of audio and video transmission in cases in which they are hindered as a result of their work or would have to incur material expenses in terms of time and costs for travel to the location of the general shareholders' meeting.

## **§ 20**

### **Voting Rights, Adopting Resolutions, Elections**

1. Each share has one vote.
  
2. The resolutions of the general shareholders' meeting are adopted with a simple majority of the cast votes unless the law or these Articles of Association mandate a larger majority. If the law requires a majority of the capital in addition to a majority of the cast votes, the simple majority of the share capital represented when the resolution is voted upon is sufficient unless the law or these Articles of Association mandate otherwise. In the case of a tie vote, a motion is deemed to have been rejected.

3. A majority consisting of at least three quarters of the cast votes is required to remove members of the supervisory board from office who have been elected without there being a binding nomination. This applies also for an amendment to this paragraph.
4. If no majority is obtained in the first vote in the elections, a run-off vote will take place between the two candidates who have received the most votes.

## **§ 21**

### **Chair of the Meeting, Procedure, Transmission**

1. The chairman of the supervisory board or another member of the supervisory board to be determined by the chairman of the supervisory board or another person determined to chair the meeting by the chairman of the supervisory board will chair the general shareholders' meeting unless the chairman of the supervisory board has not determined that a person to be determined by the supervisory board or by the members of the supervisory board attending the general shareholders' meeting will act as chair (chairman).
2. The chairman determines the sequence of the items on the agenda as well as the method of voting. The chairman will make sure that the general shareholders' meeting is conducted quickly. The chairman can reasonably limit the time for the shareholders to exercise the right to speak and pose questions. The chairman is especially authorized to set a reasonable time period at the beginning of the general shareholders' meeting or during the course of the meeting for the entire shareholders' meeting, for individual items on the agenda or for individual speakers.
3. The chairman can permit the video and audio transmission of the shareholders' meeting, also through electronic media.

## **VI. Annual Financial Statements and Distribution of Profit**

### **§ 22**

#### **Accounting**

1. The executive board must prepare the annual financial statements as well as – to the extent there is a statutory duty to do so – the management report for the previous financial year and submit this to the supervisory board after they have been prepared within the deadline set by law. At the same time, the executive board must submit to the supervisory board the proposal for the use of the profit in the balance sheet which the executive board wants to make to the general shareholders' meeting. The supervisory board must examine the annual financial statements, the management report and the proposal for the use of the profit on the balance sheet and report about the result of the examination to the general shareholders' meeting in writing. If the supervisory board issues its approval after examining the annual financial statements, the annual financial statements are determined.
2. Upon receipt of the report of the supervisory board about the results of its examination, the executive board must call the regular shareholders' meeting without undue delay.

### **§ 23**

#### **Use of the Profit in the Balance Sheet**

The general shareholders' meeting will resolve about the use of the profit in the balance sheet shown in the determined annual financial statements. The general shareholders' meeting can resolve a distribution in kind instead of a cash distribution.

## **V. Final Provisions**

### **§ 24**

#### **Unwinding in the Case of Dissolution**

In the event of dissolution of the company, the general shareholders' meeting that passes the resolution about the dissolution will determine the method of dissolution and elect the liquidator [*Abwickler*].

### **§ 25**

#### **Jurisdiction**

Upon subscribing or acquiring shares or interim certificates of the company, the shareholders submit to the courts having general jurisdiction over the company for all disputes with the company's boards to the extent mandatory provisions in the law do not prevent this. This also applies for disputes asserting compensation for damages caused on the basis of false, misleading or omitted public capital markets information. Foreign courts have no jurisdiction for such disputes.

### **§ 26**

#### **Severability Clause**

If any provision in these Articles of Association is completely or partially invalid or subsequently loses its validity or if it turns out that there is a gap in these Articles of Association, this is not supposed to affect the validity of the remaining provisions. Instead of the invalid provision or in order to fill the gap, a reasonable provision should be agreed by way of an amendment to these Articles of Association which comes as close as possible to the intent and purpose of these Articles of Association, to the extent legally permissible.

## § 27

### Expense for Establishing the Company

1. The costs for the conclusion of the Articles of Association as well as the implementation, including the registration of the company in the commercial register, are borne by the Company up to an amount of EUR 2,000.
2. The company bears the costs involved with the change of corporate form and its implementation (notary, court costs, auditor for the establishment of the company) as well as the costs for other legal and tax advice in connection with the change of corporate form up to an amount of EUR 30,000.