

**ARTICLES OF INCORPORATION**

of

**Dürr Aktiengesellschaft**

registered in Stuttgart

as amended in May and registered in September 2020

Please note: ***This is a convenience translation. Only the German version is legally binding.***

## **I. General Provisions**

### Article 1

#### Corporate Name, Registered Office and Domicile, Fiscal Year

- (1) The name of the Company is: Dürr Aktiengesellschaft.
- (2) The Company's registered office and domicile is in Stuttgart.
- (3) The Company's fiscal year is the calendar year.

### Article 2

#### Corporate Purpose

- (1) The corporate purpose of the Company is to acquire, to hold, to administer and to realize investments in enterprises of all kinds in Germany and in other countries.
- (2) To further the Company's purpose, the Company is also authorized to construct and lease subsidiary and branch establishments at home and abroad, and to participate in them in any form, and to conclude cooperation and similar agreements. Further, the Company is authorized to conduct all transactions that are conducive to serving the Company's purpose either directly or indirectly.

### Article 3

#### Notifications

- (1) Insofar as Company notices are required to be announced in official publications provided for in the Company's Articles of Incorporation, such notices shall be published in the German Federal Gazette (Bundesanzeiger).
- (2) The Company may also distribute information to shareholders by way of electronic data communication.

## II. Capital Stock and Shares

### Article 4

#### Capital Stock

- (1) The Company's capital stock amounts to Euro 177,157,324.80.

It is divided into 69,202,080 shares.

The shares are in bearer form.

- (2) When new shares are issued, the commencement of dividend entitlement in respect of these new shares may be determined differently than provided for in Section 60 (2) of the German Stock Corporation Act. Subject to the consent of the Supervisory Board, the Board of Management shall determine the form of the share certificates, the dividend coupons and the renewal coupons.

- (3) Registered interim certificates shall be issued in respect of shares which are not fully paid in.

The Company may combine single shares into share certificates certifying a multiple of shares (multiple shares). The shareholders are not entitled to individual share certificates to the extent that this is permitted by law.

- (4) The Company's capital stock is contingently increased by up to Euro 17,715,732.48 by issuing up to 6,920,208 new no-par value bearer shares ("Contingent Capital"). The contingent capital increase is effected only to the extent to which the bearers or creditors of convertible or option rights or the persons obliged to conversion arising from option or convertible bonds or participation bonds (or combinations of such instruments) issued or guaranteed by the Company or a subordinate Group entity of the Company of May 10, 2019 until May 9, 2024 based on the authorization of the Board of Management by virtue of the resolution adopted at the Annual General Meeting to the extent to which they exercise their conversion or option rights or to which the bearers or creditors obliged to conversion meet their conversion obligation or, to the extent to which the Company exercises a discretionary right, to grant shares of the Company in lieu of payment of the amount due, either wholly or in part, unless a cash settlement is granted or treasury shares are used in settlement thereof.

The issue of the new shares is effected at the option or conversion price to be determined in accordance with the aforementioned authorization resolution. The bearer shares to be issued are entitled to profit participation from the beginning of the financial year in which they originate by the exercise of conversion or option rights or in fulfillment of conversion obligations. To the extent legally permissible, the Board of Management, with the consent of the Supervisory Board, may fix the profit participation of new shares and also (in departure from Section 60 (2) of the German Stock Corporation Act) for a financial

year that has already elapsed. The Board of Management is authorized with the consent of the Supervisory Board to fix the further details for execution of the contingent capital increase.

## Article 5

### Authorized Capital

The Board of Management is authorized, with the consent of the Supervisory Board, to raise the capital stock on one or several occasions by May 9, 2024 by up to Euro 53,147,197.44 by issuing up to 20,760,624 new no-par value bearer shares against cash and/or non-cash contributions in kind ("authorized capital"). The shareholders are entitled to a subscription right on principle. However, the Board of Management is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in the following cases:

- a) in settlement of fractional amounts;
- b) if necessary, to grant the bearers or creditors of the option or conversion rights or conversion obligations issued by the Company or its Group entities a subscription right to new shares to the extent to which they would be entitled as shareholders after the exercise of the conversion and/or option rights or on performance of a conversion obligation.
- c) if the issue price of the new shares in the case of capital increases against cash deposits is not substantially below the stock market price of shares already listed at the time of final fixing of the issue price, which is to be carried out as soon as possible after placement of the shares in question, and the shares issued do not exceed a total of 10% of the capital stock, whether at the time of effectiveness or at the time of exercise of this authorization. The pro rata amount of the capital stock accounted for by treasury shares sold subject to direct or analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act from the effective date of this authorization is to be taken into consideration in this maximum limit of 10% of the capital stock, as well as the pro-rata amount of the capital stock accounted for by shares with reference to conversion and/or option rights or conversion obligations arising from bonds issued in accordance with the authorization of the Annual General Meeting of May 10 2019 from the effectiveness of this authorization, to the exclusion of the subscription right pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act;
- d) in the case of capital increases against non-cash contributions in kind.

The total number of shares to be issued on the basis of the aforementioned authorizations to the exclusion of subscription rights in the case of shares issued against cash and/or non-cash contributions in kind may not exceed 10% of the capital stock, whether at the time of effectiveness of the authorization or at the time of its exercise. Shares taken into consideration in the aforementioned 10% limit are those that are issued under authorized capital to the exclusion of subscription rights as well as those shares to be issued during the term of the authorized capital to the exclusion of

subscription rights with an option right and/or conversion right or obligation to the exclusion of subscription rights.

The Board of Management is authorized, with the consent of the Supervisory Board, to define the further content of the share-related rights and the terms and conditions of the issuance of shares. The Supervisory Board is authorized to adjust the wording of Section 4 (1) sentences 1 and 2 as well as Article 5 of the Articles of Incorporation in accordance with the relevant utilization of authorized capital and, if the authorized capital should not be utilized at all or in full by May 9, 2024, to delete Article 5 of the Articles of Incorporation on expiry of the term.

### **III. The Board of Management**

#### Article 6

##### Composition of the Board of Management

- (1) The Board of Management shall consist of not less than two persons who shall be appointed by the Supervisory Board, which shall also determine their number.

The appointment of deputy members of the Board of Management is admissible. The latter have the same rights as the full members of the Board of Management regarding the external representation of the Company.

- (2) The Supervisory Board may appoint a member of the Board of Management as chairperson of the Board of Management and another member of the Management Board as deputy chairperson.

#### Article 7

##### Rules of Procedure and Resolutions of the Board of Management

- (1) The Board of Management shall conduct the Company's affairs in accordance with the provisions of law, these Articles of Incorporation and the rules of procedure issued by the Supervisory Board.
- (2) The Board of Management is quorate if all its members have been invited and over half its members are present at the relevant meeting. Members linked up by telephone or video conference are deemed to be present at the meeting. They may cast their vote in writing, by facsimile or telephone. Votes cast by telephone are to be confirmed in writing or by e-mail. The Board of Management is instructed to adopt resolutions unanimously if possible. If this is not the case, the Board of Management will adopt resolutions at meetings with a simple majority of members present, and outside meetings by a simple majority of all its members. In the event of a tied vote, the decisive vote shall be cast by the Chairman of the Board of Management; this shall not apply if the Board of

Management consists of only two members. Abstentions are to be counted in determining whether a meeting is quorate; however, these shall not count when determining the majority of the votes cast.

- (3) The members of the Board of Management shall attend the meetings of the Supervisory Board and its committees if the chairperson of the Supervisory Board invites them to do so.

## Article 8

### Legal Representation of the Company

- (1) The Company shall be legally represented by two members of the Board of Management or by one member of the Board of Management acting jointly with one registered authorized officer of the Company (a "*Prokurist*" in the meaning of Sections 48-53 of the German Commercial Code).
- (2) The Supervisory Board may also determine that individual members of the Board of Management shall be empowered to represent the Company on their own (Section 78 (3) of the German Stock Corporation Act).

## Article 9

### Limitation of the Board of Management's Authority

The Board of Management shall be bound to abide by the limitations imposed by these Articles of Incorporation or by the Supervisory Board regarding the scope of its management authority or which result from a resolution adopted by the General Meeting of Shareholders pursuant to Section 119 of the German Stock Corporation Act.

## **IV. The Supervisory Board**

### Article 10

#### Composition, Term of Office

- (1) The Supervisory Board shall be composed of 12 members. The shareholders shall elect six members, and the employees shall elect six members in accordance with the provisions of the German Codetermination Act of 1976.
- (2) Unless the General Meeting of Shareholders specifies a shorter term of office when electing members of the Supervisory Board, the members of the Supervisory Board shall be appointed for a period ending with the General Meeting of Shareholders at which the acts of the Supervisory Board are formally approved for the fourth fiscal year following commencement of the term of office,

not counting the fiscal year in which their term of office commences. Re-election shall be admissible. Substitutes may be elected for one or more shareholders' representatives on the Supervisory Board at the same time as the full members of the Supervisory Board are elected. These substitutes shall become members of the Supervisory Board, according to the order of succession to be stipulated at the time of their election, in the event that shareholders' representatives on the Supervisory Board, whom they were elected to replace, resign prior to the expiry of their term of office.

- (3) If a shareholders' representative is elected to replace a member of the Supervisory Board who resigns, the successor shall be appointed for the remaining term of office of the resigning member. In the event that a substitute member succeeds the resigning member, his or her term of office shall expire either as of the conclusion of the next General Meeting of Shareholders at which new members of the Supervisory Board are elected or at the latest upon expiry of the term of office of the resigning member of the Supervisory Board. In the event that a new representative is elected to replace a retiring member who has already been succeeded by a substitute member, the resolution on the election of a new representative shall require a majority of three fourths of the votes cast.
- (4) Regarding the election of substitute members for the employees' representatives on the Supervisory Board the provisions of the German Codetermination Act of 1976 shall apply.
- (5) The members and substitute members of the Supervisory Board may resign from office by submitting a written statement addressed to the chairperson of the Supervisory Board or to the Board of Management observing a period of notice of one month.

## Article 11

### Chairperson and Deputy Chairperson

- (1) Following a General Meeting of Shareholders at which the members of the Supervisory Board representing the shareholders have been newly elected, a meeting of the Supervisory Board shall take place without special invitation at which the Supervisory Board shall elect, in accordance with the provisions of Section 27 of the German Codetermination Act of 1976, a chairperson and a deputy chairperson for the term of office as provided for in Article 10 of these Articles of Incorporation. In the event that the chairperson or deputy chairperson retires from the Supervisory Board before the end of his or her term of office, the Supervisory Board shall elect a successor for the remaining term of office of the retiring chairperson or deputy chairperson.
- (2) The deputy chairperson of the Supervisory Board shall enter into the rights and duties of the chairperson provided for by law and by these Articles of Incorporation only if the chairperson is unable to exercise these rights and duties. The deputy chairperson shall not be entitled to the casting vote which is conferred on the chairperson of the Supervisory Board in the circumstances

provided for in Sections 29 (2) and 31(4) of the German Codetermination Act of 1976.

- (3) The Supervisory Board may elect a further deputy. This deputy shall enter into the rights and duties of the chairperson as provided for by law and by these Articles of Incorporation only if both the chairperson and the deputy chairperson are unable to exercise these rights and duties. This further deputy shall not be entitled to the casting vote which is conferred on the chairperson of the Supervisory Board in the circumstances provided for in Sections 29 (2) and 31(4) of the German Codetermination Act of 1976.
- (4) Declarations of intent of the Supervisory Board and its committees shall be given by the chairperson of the Supervisory Board. The chairperson of the Supervisory Board shall be responsible for conducting the correspondence in connection with the affairs of the Supervisory Board.

## Article 12

### Invitations to Meetings and Resolutions

- (1) Meetings of the Supervisory Board shall be convened by the chairperson of the Supervisory Board as frequently as the law, these Articles of Incorporation or the Company's affairs require. In the regular case, the Supervisory Board should convene once every calendar quarter; it must convene two times every calendar half-year. In other respects, Section 110 of the German Stock Corporation Act shall apply with regard to the convening of the Supervisory Board. The meeting shall be convened in text form subject to a period of notice of at least 14 days. The day on which the invitation is sent and the day of the meeting do not count toward the notice period. In urgent cases, the chairperson may reduce the period and convene the meeting orally, by telephone, in writing, by facsimile, by e-mail or any by means of other common telecommunications media.

A resolution concerning presentations and motions not made known to all members of the Supervisory Board at least 6 days prior to the meeting is permissible only if no member attending the meeting raises an objection; in such a case, absent Supervisory Board members are to be given the opportunity to object within a reasonable period to be fixed by the chairperson for adoption of the resolution or to cast their votes orally, by telephone, facsimile, email or by means of other common telecommunications media. In calculating the period in question, the date of the announcement and the date of the meeting shall not be included.

- (2) The chairperson of the Supervisory Board may, before the meeting is opened, postpone a meeting which has been called.
- (3) The Supervisory Board shall constitute a quorum if invitations have been sent to all the members to the address last known and not less than half of the members which the Supervisory Board is required to comprise take part in the



voting. A member is deemed to take part in the voting even if that member abstains from casting his or her vote. A resolution on an item of the agenda which has not been announced in the invitation to the meeting shall be admissible only if no member of the Supervisory Board present objects to a vote being taken and at least two thirds of the members are present. In such a case, absent Supervisory Board members are to be given the opportunity to object to the resolution within a reasonable period to be stipulated by the chairperson or to cast their vote orally, by telephone, in writing, by facsimile, email or by means of other common telecommunications media. The resolution shall only be deemed adopted if no member of the Supervisory Board who was not present at the voting opposes the resolution within the period of time set by the chairperson.

- (4) The meetings shall be chaired by the chairperson of the Supervisory Board. The chairperson shall determine both the order of the agenda and the form and order of the voting.
- (5) Unless stipulated otherwise by law or by these Articles of Incorporation, the resolutions of the Supervisory Board shall be adopted by a simple majority of the votes cast. This shall apply in the case of elections as well. Abstentions do not count as votes cast.
- (6) In the event that a vote is tied, further deliberations shall take place only if the majority of the Supervisory Board adopts a resolution to this effect. Otherwise, a second vote must be taken without delay. In the event that this second vote on the same matter is tied, the chairperson of the Supervisory Board shall have the casting vote. This shall not apply to the deputy chairperson and any further deputy.
- (7) An absent member of the Supervisory Board may have his or her vote in writing presented by some other member of the Supervisory Board. This also applies with regard to the second vote cast by the Chairman of the Supervisory Board. In addition, absent members of the Supervisory Board may cast their vote during or after the meeting within an appropriate period to be determined by the chairman of the meeting orally, by telephone, facsimile, e-mail or by some other common means of telecommunication, in particular by video conference.
- (8) On the instructions of the chairman, resolutions may also be adopted orally, by telephone, in writing, by facsimile, e-mail or some other common means of telecommunication, in particular by video conference. A right to raise an objection to this on the part of the other members of the Supervisory Board does not exist. For votes cast outside meetings, the rules and regulations concerning the chairman of the meeting and the adoption of resolutions at meetings as well as the preparation of minutes shall apply *mutatis mutandis*.
- (9) The proceedings of the meeting and resolutions of the Supervisory Board and its committees shall be recorded in a protocol, which shall be signed by the person chairing the respective meeting.

- (10) Legal action to annul a resolution of the Supervisory Board may only be taken within a period of one month from the time when the resolution becomes known.

## Article 13

### Rules of Procedure and Committees

- (1) The Supervisory Board shall adopt rules of procedure for the conduct of its affairs.
- (2) Directly after the election of the chairperson and the deputy chairperson the Supervisory Board shall set up, for the purpose of performing the duty provided for in Section 31 (3) of the German Codetermination Act of 1976, a committee consisting of the chairperson, the deputy chairperson and one member each elected by a majority of the votes cast by the members of the Supervisory Board representing the employees and a majority of the votes cast by the members of the Supervisory Board representing the shareholders. The Supervisory Board may set up other committees from among its number and define their duties and responsibilities. Decision-making powers may also be delegated to the committees.
- (3) In the event that the chairperson of the Supervisory Board is a member of a committee consisting of an equal number of members representing the shareholders and members representing the employees and a vote in the committee is tied, the chairperson of the Supervisory Board shall have the casting vote in the event that a second vote on the same matter is tied. Such right to a casting vote shall not apply in the case of the proposal provided for in Section 31 (3) sentence 1 of the German Codetermination Act of 1976.

Article 12 (7) shall apply accordingly.

- (4) In the performance of their responsibilities the Supervisory Board and the committees may have recourse to experts. They may invite experts and other persons who are able to provide information to attend their meetings.

## Article 14

### Duties and Responsibilities of the Supervisory Board

- (1) The Supervisory shall have all of the duties and rights that are conferred upon it by law, these Articles of Incorporation, or otherwise, in particular it shall supervise the conduct of the Company's affairs by the Board of Management.
- (2) To this end, it may inspect and examine all books and records as well as the assets of the Company. The Board of Management shall report to the Supervisory Board continuously to the extent stipulated by law. This obligation to report also includes all matters relating to affiliated enterprises insofar as they can have a material influence on the Company's position.

- (3) The Supervisory Board shall determine types of transaction which may only be undertaken with its consent.
- (4) The Supervisory Board shall be authorized to amend these Articles of Incorporation where such amendments only concern the wording.
- (5) The members of the Supervisory Board shall maintain secrecy in respect of any confidential information and secrets of the Company, notably business and trade secrets, which become known to them because of their membership of the Supervisory Board. Persons attending meetings of the Supervisory Board or of committees of the Supervisory Board who are not members of the Supervisory Board shall be expressly enjoined to secrecy.

## Article 15

### Remuneration

- (1) In addition to compensation for their out-of-pocket expenses, the members of the Supervisory Board shall receive a fixed remuneration of Euro 40,000 per year. In addition, they shall receive variable remuneration based on the EBT margin of the Dürr Group disclosed in its consolidated financial statements. In order to calculate the variable remuneration, the average EBT margin of the Dürr Group for the past three fiscal years from time to time is computed. If the average EBT margin does not reach at least 4.0%, then no variable remuneration will be paid. The maximum remuneration limit (cap) is reached on an average margin of 8.0% and more. If the average EBT margin reaches a level between 4.0% and less than 5.0%, the Supervisory Board member shall receive Euro 10,000, between 5.0% and less than 6.0%: Euro 13,500, between 6.0% and less than 7.0%: Euro 17,000, between 7.0% and less than 8.0%: Euro 20,500 and from 8.0%: Euro 24,000 in variable remuneration. The Chairman of the Supervisory Board receives the three-fold amount, the Deputy and possible a further Deputy Chairman receives one-and-a-half times the total remuneration of a simple member. Section 113 (3) of the German Stock Corporation Act shall remain unaffected by the above.
- (2) The members of the Audit Committee are to receive remuneration amounting to Euro 10,000 per year; the members of the Personnel Committee are to receive compensation amounting to Euro 5,000 per year. The Chairpersons of these two Committees are to receive the three-fold amount, should there be any Deputy Chairpersons, they receive one-and-a-half times such compensation.
- (3) The members of the Nomination Committee shall receive a remuneration of Euro 2,500 per meeting; the chairperson shall receive one-and-a-half times this remuneration.
- (4) For the attendance at meetings of the Supervisory Board, meetings of the Audit Committee and meetings of the Personnel Committee each member shall receive an attendance allowance of Euro 1,000 per meeting. Meetings shall

also extend to include telephone or video conferences, and attendance at meetings shall also extend to include attendance at a meeting by visual and/or acoustic means.

- (5) Any value added tax payable on such remuneration shall be additionally refunded by the Company. The total remuneration, including attendance fees, is due and payable once per year on the day after the ordinary Annual General Meeting.
- (6) The rule contained in Article 15 (1) shall apply for the first time in respect of the compensation payable for the 2016 financial year. Variable remuneration for fiscal 2018 is calculated using the EBT margin of the 2016, 2017 and 2018 financial years, whereas the sliding three-year average is used as a basis for the financial years starting in (and including) 2019. The provisions contained in Articles 15 (2) and (5) sentence 2 shall apply for the first time to the 2019 financial year and, as far as attendance fees are concerned, to meetings held in the 2019 financial year following the entry of the relevant amendment to the Articles of Incorporation.

## **V. The General Meeting of Shareholders**

### Article 16

#### Call, Venue, and Audio-video Broadcasting of the General Meeting of Shareholders

- (1) The General Meeting of Shareholders shall be called by the Board of Management or, in the cases in which this is stipulated by law, by the Supervisory Board.
- (2) The General Meeting of Shareholders shall be called by publication of a single announcement in the official publications provided for in Article 3 of the Articles of Incorporation.
- (3) The Annual General Meeting of Shareholders shall be held within the first eight months of each fiscal year. Extraordinary General Meetings of Shareholders may be convened as often as this is deemed necessary in the interest of the Company.
- (4) The General Meeting of Shareholders shall be held at the domicile of the Company, in a town in Württemberg with a population of at least 20,000, at the domicile of a branch or subsidiary of the Company or at the domicile of a German Stock Exchange.
- (5) Provided this has been announced in the invitation to the General Meeting of Shareholders, the Board of Management or the chairperson presiding over the meeting may permit the audio-video broadcasting of the General Meeting of Shareholders.

## Article 17

### Attending the General Meeting of Shareholders

- (1) Only those shareholders shall be entitled to attend the Annual General Meeting and to exercise the voting right who have registered for attendance, providing evidence of their shareholding. Such registration shall be received by the Company in text form, either in German or English, at the address stated in the convening notice, no later than six days prior to the Annual General Meeting, excluding the date of receipt and the date of the Annual General Meeting.
- (2) Evidence of entitlement to attend the Annual General Meeting or to exercise the voting right must be provided. To this end, evidence of the shareholding is necessary. Such evidence can either be provided by the last intermediary in accordance with the requirements of Section 67 c para. 3 of the German Stock Corporation Act or otherwise by the last intermediary in text form, namely in German or English. Evidence of such shareholding is required to refer to the start of the 21<sup>st</sup> day prior to the Annual General Meeting and must be received by the Company at the address specified in the convening notice no later than six days prior to the Annual General Meeting, with the date of receipt and the date of the Annual General Meeting not being included in this regard. In relation to the Company, attendance at the Annual General Meeting or the exercise of voting rights as a shareholder shall apply only to those persons who furnished the relevant evidence in due course and in compliance with all formalities.

## Article 18

### Voting Rights, Voting by Mail

- (1) Each ordinary share carries one vote.
- (2) The voting right shall enter into effect when the capital contribution is fully paid in.
- (3) Voting rights may be exercised by a proxy.
- (4) The Board of Management is authorized to provide that shareholders may cast their votes in writing or by electronic communication without attending the General Meeting (voting by mail). The Board of Management is also authorized to set rules for the procedure. These rules shall be announced in the invitation to the General Meeting.

## Article 19

### Leadership of the General Meeting of Shareholders

- (1) The chairperson of the Supervisory Board shall preside over the General Meeting of Shareholders. If he or she is unable to do so, the chairperson of the Supervisory Board shall determine a chairperson to preside over the General Meeting of Shareholders in his or her place. If the chairperson of the Supervisory Board has not determined another person to take his or her place, the General Meeting of Shareholders shall elect a chairperson from among the members of the Supervisory Board to preside over the General Meeting of Shareholders.
- (2) The chairperson shall chair the proceedings and shall determine both the order of the agenda and the form of voting. The result of a vote may be determined by subtracting the affirmative votes or the negative votes and the abstentions from the total number of votes to which the voters are entitled.

#### Article 19 a

##### Limitation of Shareholders' Right to Speak and Raise Questions at the General Meeting of Shareholders

- (1) The chairperson presiding over the General Meeting of Shareholders may limit the question and speaking time of the shareholders in accordance with the following provisions:
  - a) If the agenda (including any items of business requested by minorities pursuant to Section 122 of the German Stock Corporation Act) only provides for resolutions to be passed on the appropriation of net profit, the ratification of the acts of the members of the Board of Management, the ratification of the acts of the members of the Supervisory Board, the appointment of the independent auditor, and the authorization to acquire own shares, or some of these items, the chairperson presiding over the General Meeting of Shareholders may limit the speaking and question time of the shareholders in such manner that the General Meeting of Shareholders as a whole lasts no longer than six hours. Breaks during the General Meeting of Shareholders, the address by the Board of Management, and the comments made by the chairperson before the start of the general debate are not included for the purposes of determining the duration of the General Meeting of Shareholders.
  - b) If the agenda (including any items of business requested by minorities pursuant to Section 122 of the German Stock Corporation Act) also provides for resolutions to be passed on items other than those specified in paragraph a), the chairperson presiding over the General Meeting of Shareholders may limit the speaking and question time of the shareholders in such manner that the General Meeting of Shareholders as a whole lasts no longer than ten hours. Paragraph a) sentence 2 applies accordingly.
  - c) The chairperson presiding over the General Meeting of Shareholders may limit the speaking and question time of a shareholder per request for leave to speak to 15 minutes, and to ten minutes if there are requests for leave

to speak from at least three other speakers at the time when leave to speak is granted to the shareholder. The chairperson may limit the speaking and question time of a shareholder during the General Meeting of Shareholders as a whole to 45 minutes.

- d) The chairperson presiding over the General Meeting of Shareholders may impose the limits pursuant to paragraphs a) to c) at any time, also at the beginning of the meeting.
  - e) Limits pursuant to the foregoing paragraphs a) to d) are deemed to be reasonable for the purposes of Section 131 (2) sentence 2 of the German Stock Corporation Act.
- (2) Irrespective of the right of the chairperson presiding over the General Meeting of Shareholders to limit the right of the shareholders to speak and raise questions in accordance with the provisions of clause (1), the chairperson may close the debate at 10.30 p.m. on the day of the General Meeting of Shareholders and begin the voting on the items of the agenda. After the debate has been closed, further questions are no longer permitted in the cases of sentence 1.
- (3) The right of the chairperson presiding over the General Meeting of Shareholders pursuant to statutory provisions or other principles recognized in case law to limit the right of the shareholders to speak and raise questions beyond the provisions of clauses (1) and (2) is not affected by the rulings in clauses (1) and (2).

## Article 20

### Resolutions of the General Meeting of Shareholders

- (1) The resolutions of the General Meeting of Shareholders shall be adopted by a simple majority of the votes cast unless the law stipulates otherwise. In the cases where the law requires a majority of the capital stock represented in the voting, a simple majority of the capital stock represented shall be sufficient unless the law stipulates a larger majority. Abstentions do not count as votes cast.
- (2) If a vote is tied, the motion shall be deemed rejected, except in the case of election ballots.

In the case of election ballots, with the exception of the election of a successor for a resigning member of the Supervisory Board (Article 10 (3) sentence 3 of these Articles of Incorporation), the nomination which receives the largest number of votes shall be deemed accepted. If the ballot is tied, the election shall be decided by lot drawn by the presiding chairperson.

## Article 21

(annulled)

## **VI. Annual Financial Statements and Appropriation of Net Profit**

### Article 22

#### Annual Financial Statements

- (1) In the first three months of each fiscal year, the Board of Management shall prepare the annual financial statements (the balance sheet together with the income statement and the notes to the accounts) and the review of operations for the previous fiscal year, and submit them to the auditor. These documents shall be submitted to the Supervisory Board without delay upon receipt of the auditor's report together with the latter and the proposal the Board of Management wishes to make to the Annual General Meeting of Shareholders concerning the appropriation of net profit.
- (2) The Supervisory Board shall examine the annual financial statements, the Board of Management's review of operations and the proposal concerning the appropriation of net profit and shall report on the results of its examination in writing to the General Meeting of Shareholders. It shall submit its report to the Board of Management within one month after receiving the documents. If the Supervisory Board approves the annual financial statements following its examination, they are deemed adopted.
- (3) After receiving the Supervisory Board's report the Board of Management shall call the Annual General Meeting of Shareholders without delay.
- (4) Each year, after receiving the Supervisory Board's report pursuant to Section 171 (2) of the German Stock Corporation Act, the Annual General Meeting of Shareholders shall resolve within the first eight months of the fiscal year on the formal approval of the acts of the Board of Management and the Supervisory Board, the appropriation of net profit, the appointment of the auditor and, in the cases provided for by law, the adoption of the annual financial statements.

### Article 23

#### Reserves, Appropriations

- (1) When adopting the annual financial statements, the Board of Management and the Supervisory Board may transfer amounts not exceeding one half of the annual net income to the other revenue reserves. Further, they are authorized to transfer additional amounts not exceeding one fourth of the annual net income to the other revenue reserves so long as the other revenue reserves do not exceed one half of the capital stock or insofar as, after such transfer, the other revenue reserves would not exceed one half of the capital stock.
- (2) The portion of the annual net income to be transferred to the other revenue reserves pursuant to clause 1 shall be calculated after deducting the amounts to be transferred to the legal reserves and any accumulated losses carried forward.



Article 24

Costs of Conversion

The Company shall bear the costs of its conversion up to an amount not exceeding DM 200,000.00.