

**Articles of Association
of the
FamiCord AG**

as of June 25, 2025

	Content		Page
I.	General Provisions		
	§ 1 Corporate Name	4	
	§ 2 Registered Office	4	
	§ 3 Purpose of the Corporation	4	
	§ 4 Financial Year	5	
	§ 5 Duration of the Corporation	5	
	§ 6 Announcements by the Corporation	5	
II.	Share Capital and Shares		
	§ 7 Share Capital	5	
	§ 8 Shares	8	
III.	The Board of Management		
	§ 9 Composition and Management	9	
	§ 10 Representation	9	
	§ 11 Management	9	
IV.	The Supervisory Board		
	§ 12 Composition and Term of Office of the Supervisory Board	10	
	§ 13 Resignation from the Supervisory Board	10	
	§ 14 Chairmanship and Rules of Procedure of the Supervisory Board	11	
	§ 15 Convocation of the Supervisory Board	11	
	§ 16 Resolutions of the Supervisory Board	11	
	§ 17 Experts of the Supervisory Board	13	
	§ 18 Remuneration of the Supervisory Board	13	
	§ 19 Transactions requiring approval	14	
V.	The General Meeting of Shareholders		
	§ 20 Place of the General Meeting of Shareholders	14	
	§ 21 Attendance at the General Meeting of Shareholders	14	
	§ 22 Convocation of the General Meeting of Shareholders	15	
	§ 23 Chairmanship in the General Meeting of Shareholders	16	
	§ 24 Language	16	
	§ 25 Majorities	16	
	§ 26 Voting Rights	17	
VI.	Accounting and Appropriation of the Annual Net Profit		
	§ 27 Annual Accounts and Management Report, Formal Approval of the Board of Management and of the Supervisory Board	17	
	§ 28 Appropriation of the Annual Net Profit	17	

VII. Final Provisions

§ 29 Alterations of the Articles of Association	18
§ 30 Expenses for Formation, Costs	18
§ 31 Severability Clause	19

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.

A R T I C L E S O F A S S O C I A T I O N
OF THE
FamiCord AG

I. General Provisions

§ 1
Corporate Name

The name of the Corporation is: FamiCord AG.

§ 2
Registered Office

The registered office of the Corporation is Leipzig/Germany.

§ 3
Purpose of the Corporation

- (1) The general purpose of the Corporation is the collection, storage and distribution of cells, tissues, blood and blood components for the purpose of medical applications; the development, production, storage and distribution of products, including medicinal products, based on cells, tissues, blood and blood components for the purpose of medical applications, in particular also the production and manufacture of viral vectors as well as CAR-T cells or comparable products, including medicinal products; the storage and cryopreservation of sperm/oocytes for use in reproductive medicine, the research and development in the aforementioned areas; the development, production and distribution of medical products or other comparable businesses; the resale and distribution of various diagnostic and genetic tests, as well as the provision of related or associated services in connection therewith; as well as the acquisition, holding and administration of participations in Germany and abroad.
- (2) The Corporation may carry on any business which is connected with the purpose of the Corporation or which is appropriate to promote it directly or indirectly. It may limit its activities to one or several of the objects mentioned in paragraph 1.

(3) The Corporation shall further be entitled to carry on its business wholly or partly indirectly through branch offices as well as subsidiaries, associated companies and joint ventures at home and abroad. In particular, it may transfer its operations in whole or in part to dependent companies and/or outsource them in whole or in part to dependent companies. The purpose of subsidiaries and associated companies may also include objects outside the limits of paragraph 1. The Corporation may also limit itself to the activity of a management holding Corporation and/or the other management of its own property.

§ 4
Financial Year

The financial year is the calendar year.

§ 5
Duration of the Corporation

The Corporation is established for an indefinite period of time.

§ 6
Announcements by the Corporation

The announcements by the Corporation shall be published exclusively in the electronic version of the Federal Gazette (elektronischer Bundesanzeiger), unless another type of announcement is prescribed by law.

II. Share Capital and Shares

§ 7
Share Capital

- (1) The share capital of the Corporation is EUR 17,640,104.00 (in words: seventeen million six hundred and forty thousand one hundred and four) and is divided into 17,640,104 ordinary shares of no-par value.
- (2) The Management Board is authorised, with the approval of the Supervisory Board, to increase the share capital in the period until 27 June 2029 by up to a total of EUR 8,820,052.00 (in words: eight million eight hundred and twenty-two thousand fifty-two euros) by issuing up to 8,820,052 new no-par value ordinary shares against cash and/or non-cash contributions on one or more occasions (Authorised Capital 2024).

Shareholders must generally be granted subscription rights. The shares may also be acquired by one or more credit institution(s) or companies within the meaning of Section 186 (5) sentence 1 German Stock Corporation Act (AktG) with the obligation to offer them to the Corporation's shareholders for subscription.

- i. The Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases within the scope of the Authorised Capital 2024 in order to exclude fractional amounts from subscription rights;
- ii. in the event of a capital increase against cash contributions, if the issue price of the new shares is not significantly lower than the stock market price of the Corporation's shares already listed on the stock exchange; however, this authorisation only applies subject to the proviso that the calculated proportion of the share capital attributable to the shares issued with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG) may not exceed the limit of 20% of the Corporation's share capital either at the time the Authorised Capital 2024 becomes effective or - if this amount is lower - at the time the Authorised Capital 2024 is exercised. This limit of 20% of the share capital shall include the proportionate amount of the share capital (a) attributable to shares sold during the term of the Authorised Capital 2024 on the basis of an authorisation to sell treasury shares in accordance with Sections 71 para. 1 no. 8 sentence 5, 186 para. 3 sentence 4 German Stock Corporation Act (AktG) with the exclusion of subscription rights; (b) which shares used to service subscription rights or in fulfilment of conversion or option rights or conversion or option rights or obligations arising from convertible bonds and/or bonds with bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (collectively "Bonds") may be issued or are to be issued, provided that the corresponding bonds are issued during the term of the Authorised Capital 2024 in corresponding application of Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG) with the exclusion of shareholders' subscription rights; and (c) which is attributable to shares issued during the term of the Authorised Capital 2024 on the basis of other capital measures with the exclusion of shareholders' subscription rights in corresponding application of Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG) are issued;
- iii. to the extent that this is necessary in order to provide holders or creditors of holders or creditors of bonds issued by the Corporation or by its subordinated Group companies when exercising the conversion or option right or fulfilling a conversion or option the exercise of the conversion or option right or the fulfilment of a conversion or option shares in the Corporation when exercising the conversion or option right or fulfilling a conversion or option holders of conversion or option rights or creditors of convertible bonds with conversion convertible bonds or warrant-linked bonds with conversion obligations bonds or bonds with warrants issued by the Corporation or its subordinated issued by the Corporation or its subordinated Group companies, a subscription right to

to the extent to which they are entitled after exercising the option or conversion the extent to which they would be entitled as shareholders after exercising the option or conversion or option obligations as shareholders;

- iv. in the event of a capital increase against contributions in kind, in particular in the context of mergers or for the (also indirect) acquisition of companies, businesses, parts of companies, shareholdings or other assets or assets or claims to the acquisition of assets, including receivables assets, including receivables from the Corporation or its Group companies, its group companies.

The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details and conditions for the implementation of capital increases from Authorised Capital and the issue of shares. In doing so, the profit entitlement of the new shares may also deviate from Section 60 para. 2 of the German Stock Corporation Act (AktG); the new shares may, to the extent permitted by law in particular with profit entitlement from the beginning of the financial year preceding their issue if, at the time the new shares are issued the issue of the new shares, a resolution on the appropriation of profits by the of the General Meeting on the profit for this financial year has not yet been passed.

The Supervisory Board is authorised to amend the version of the Articles of Association accordingly after using Authorised Capital 2024 or after the expiry of the period for using Authorised Capital 2024.

- (3) The Corporation's share capital is conditionally increased by up to EUR 8,820,052.00 (in words: eight million eight hundred and twenty thousand fifty-two euros) by issuing up to 8,820,052 new no-par value registered shares in the Corporation with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2024/ I). The conditional capital increase serves to grant shares upon the exercise of conversion or option rights or upon the fulfilment of conversion or option obligations or upon tendering to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as "bonds") issued on the basis of the authorisation resolution of the General Meeting on 28 June 2024 under agenda item 9. The new shares will be issued at the conversion or option price to be determined in accordance with the authorisation resolution of the General Meeting on 28 June 2024. The conditional capital increase will only be carried out to the extent that the holders or creditors of bonds issued or guaranteed by the Corporation or a Corporation dependent on it or directly or indirectly majority-owned by it until June 27, 2029 on the basis of the authorisation resolution of the General Meeting on June 28, 2024 are entitled to a conversion or option price. If the new shares are issued or guaranteed by the Corporation or a Corporation dependent on it or directly or majority-owned by it on the basis of the authorisation resolution of the General Meeting of 28 June 2024 until 27 June 2029, exercise their conversion or option rights or fulfil conversion or option obligations from such bonds or shares are tendered or if the Corporation grants shares in the Corporation instead of paying the cash amount due and if the conversion or

option rights or conversion or option obligations are not serviced by treasury shares, shares from Authorised Capital or other benefits. The new shares participate in profits from the beginning of the financial year in which they are created and for all subsequent financial years; notwithstanding this, the Management Board may, if legally permissible and with the approval of the Supervisory Board, stipulate that the new shares participate in profits from the beginning of the financial year for which no resolution has yet been passed by the General Meeting on the appropriation of net profit at the time of the exercise of conversion or option rights, the fulfilment of conversion or option obligations or the granting in lieu of the cash amount due. The Management Board is authorised to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to amend the Articles of Association in accordance with the respective utilization of Contingent Capital 2024/ I and after the expiry of all option and conversion periods.

§ 8

Shares

- (1) The shares shall be registered shares. If, in the case of a capital increase, the resolution on the increase does not specify whether the new shares are to be bearer shares or registered shares, they shall be registered shares. The Corporation maintains an electronic share register. Shareholders must provide the Corporation with the information required by law for entry in the share register. Furthermore, it shall be communicated to what extent the shares also belong to the person who is to be entered in the share register as the holder. If shareholders provide an electronic address for the share register, the Corporation shall send the notifications electronically to this address in accordance with § 125 of the German Stock Corporation Act (AktG), unless the shareholder expressly objects to this procedure. The Management Board is - without there being any entitlement to this- entitled to send these notices by other means.
- (2) The form and content of the share certificates shall be determined by the Management Board upon approval of the Supervisory Board. The Corporation may combine individual shares in share certificates evidencing a plurality of shares (global shares, global certificates). The shareholder's claim to securitisation of his share or to individual securitisation of shares is excluded, unless securitisation is required under the rules of a stock exchange on which the share is or shall be admitted to trading. Sentence 1 shall apply mutatis mutandis to dividend coupons and renewal coupons as well as bonds and interest and renewal coupons.
- (3) Every transfer of a registered share shall be notified, with proof of the transfer, to the Corporation, which shall carry out the deletion and new entry in the share register. No changes shall be made in the share register during the last six days prior to the General Meeting or during a shorter registration period provided for in the notice convening the meeting pursuant to § 21 (1) sentence 2 of the Articles of Association, nor on the day of the General Meeting.

III. The Board of Management

§ 9 Composition and Management

- (1) The Management Board shall consist of at least two persons. The number of members of the Management Board shall be determined by the Supervisory Board.
- (2) The members of the Management Board shall be appointed and dismissed by the Supervisory Board. The Supervisory Board may appoint one member of the Management Board as Chairman or Spokesman of the Management Board and another member as Deputy Chairman.
- (3) The Supervisory Board shall issue rules of procedure to the Management Board.
- (4) The resolutions of the Management Board shall be adopted by simple majority.

§ 10 Representation

The Corporation shall be represented by two members of the Management Board jointly or by one member of the Management Board together with one holder of a general commercial power of attorney (Prokurist). The Supervisory Board may authorise one, several or all members of the Management Board to represent the Corporation individually. The Supervisory Board may authorise members of the Management Board in general or in individual cases to conclude legal transactions simultaneously on behalf of the Corporation and as the representative of a third party (exemption from the restrictions of § 181, 2nd alternative of the German Civil Code (BGB)).

§ 11 Management

The Management Board shall conduct the business of the Corporation in accordance with the law, the Articles of Association and the Rules of Procedure.

IV. The Supervisory Board

§ 12

Composition and Term of Office of the Supervisory Board

- (1) The Supervisory Board of the Corporation shall consist of six members.
- (2) The members of the Supervisory Board shall be elected by the General Meeting of Shareholders. Unless otherwise determined, the election shall be for the longest period permissible under §§ 30, 102 of the German Stock Corporation Act (AktG), i.e. until the close of the General Meeting which resolves ratifies the Supervisory Board members' actions for the fourth financial year after the beginning of the term of office, whereby the year of appointment shall not be included. Re-election is permitted - also several times.
- (3) The General Meeting of Shareholders may elect substitute members for the members of the Supervisory Board to be elected by it, who shall become members of the Supervisory Board in the manner to be determined at the time of the election, if members of the Supervisory Board cease to be members before the expiry of their term of office.
- (4) If a member elected by the General Meeting resigns from the Supervisory Board before the end of his term of office, a subsequent election shall be held for him at the next General Meeting, unless a substitute member has succeeded the resigning member.
- (5) The term of office of a substitute member shall end at the beginning of the term of office of the subsequently elected member of the Supervisory Board. If the substitute member who resigned as a result of a new election had been appointed for several members of the Supervisory Board, his position as substitute member shall be revived.

§ 13

Resignation from the Supervisory Board

Each member of the Supervisory Board and substitute member may also resign from office without good cause by submitting a written declaration to the Chairman of the Supervisory Board - or, in the event of resignation from office by the Chairman, to his deputy - giving one month's notice to the end of the month. The chairman of the Supervisory Board or, in the event of resignation by the chairman of the Supervisory Board, his deputy may shorten the period or waive compliance with the period. The right to resign from office for good cause remains unaffected.

§ 14

Chairmanship and Rules of Procedure of the Supervisory Board

- (1) The Supervisory Board shall elect a Chairman and a Deputy Chairman from among its members. The election shall take place following the General Meeting of Shareholders at which Supervisory Board members have been elected, in a meeting held without special notice.
- (2) If the Chairman or his Deputy resigns from office before the end of the term of office, the Supervisory Board shall immediately hold a new election for the remaining term of office of the resigning member.
- (3) Paragraph 2 shall apply mutatis mutandis if the Supervisory Board has elected the Chairman of the Supervisory Board or his Deputy for a shorter period than the term of office.
- (4) The Supervisory Board shall determine its rules of procedure.

§ 15

Convocation of the Supervisory Board

- (1) The Supervisory Board meets once every quarter of the calendar year. Otherwise, the provisions of § 110 of the German Stock Corporation Act (AktG) shall apply.
- (2) The meetings of the Supervisory Board are presided by the Chairman. The meetings of the Supervisory Board shall be convened by the Chairman with at least seven days' notice, not counting the day on which the invitation is sent and the day of the meeting. The Chairman or his deputy may reduce this period in urgent cases and convene the meeting orally or by telephone. The items on the agenda and proposed resolutions shall be communicated with the convocation. In all other respects, with regard to the convening of Supervisory Board meetings, the statutory provisions and the provisions of the rules of procedure for the Supervisory Board shall apply.

§ 16

Resolutions of the Supervisory Board

- (1) As a rule, resolutions of the Supervisory Board shall be passed in meetings. On the order of the Chairman or upon approval of all members of the Supervisory Board, meetings may also be held in the form of a telephone conference or by other means of communication (in particular video conference) and also individual members of the Supervisory Board can be connected by telephone or by means of electronic communication (in particular by video conference); in such cases, resolutions may be adopted by telephone conference or by other electronic means of communication (in particular video conference). Absent members of the Supervisory Board or members of the Supervisory Board not participating in or

connected to the meeting by conference call may also participate in the adoption of resolutions by the Supervisory Board by having written votes submitted by another member of the Supervisory Board. In addition, they may also vote in advance of the meeting, during the meeting or subsequently within a reasonable period of time to be determined by the Chairman of the Supervisory Board, also orally, by telephone, by fax, by e-mail or by other common means of communication. There shall be no right of objection to the form of resolution ordered by the Chairman.

- (2) A resolution on items on the agenda that were not announced in the convocation and were also not communicated by the third day before the meeting is only permissible if no Supervisory Board member objects. In such a case, absent members shall be given the opportunity to object to the adoption of the resolution in writing, orally, by telephone, by fax, by e-mail or by any other customary means of communication within a reasonable period of time to be determined by the chairman of the supervisory board or to cast their vote. The resolution shall only become effective if no absent member of the Supervisory Board has objected within the time limit. Members of the Supervisory Board connected by telephone or electronic means of communication shall be deemed to be present.
- (3) Resolutions may also be adopted outside meetings in writing, by fax, by e-mail or by other comparable means of communication, as well as in combination of the aforementioned forms, if the Chairman of the Supervisory Board so orders, observing a reasonable period of notice, or if all members of the Supervisory Board participate in the adoption of the resolution. Members who abstain from voting when a resolution is adopted shall participate in the adoption of the resolution in this sense. There shall be no right to object to the form of voting ordered by the Chairman.
- (4) The Supervisory Board shall constitute a quorum if at least three members participate in the adoption of the resolution. Absent members of the Supervisory Board or members not connected by telephone or electronic means of communication who cast their vote in accordance with § 16 par. 1 or § 16 par. 3, as well as members who abstain from voting on the resolution, shall participate in the adoption of the resolution in this sense.
- (5) Resolutions of the Supervisory Board shall be adopted by a simple majority of the votes cast, unless otherwise required by law. Abstentions shall not be considered as votes cast for this purpose. If a vote in the Supervisory Board results in a tie, the vote of the Chairman of the Supervisory Board shall be decisive (casting vote). If the Chairman of the Supervisory Board is prevented from voting, his deputy shall have this right.
- (6) The resolutions and meetings of the Supervisory Board as well as the resolutions adopted in these meetings shall be recorded in minutes to be signed by the Chairman. Resolutions passed outside meetings shall be recorded in writing by the Chairman and forwarded to all members of the Supervisory Board.
- (7) Declarations of intent of the Supervisory Board shall be made by the Chairman of the Supervisory Board on behalf of the Supervisory Board.

§ 17
Experts of the Supervisory Board

The Supervisory Board may invite experts and persons providing information to its meetings.

§ 18
Remuneration of the Supervisory Board

- (1) Ordinary members of the Supervisory Board receive an annual basic remuneration of EUR 20,000.00 (words: twenty thousand euros) after the end of the financial year for each full year of membership in the Supervisory Board. Instead of the annual basic remuneration pursuant to sentence 1, the Chairman of the Supervisory Board receives an annual basic remuneration of EUR 60,000.00 (words: sixty thousand euros) after the end of the financial year, the Deputy Chairman of the Supervisory Board and the Chairman of the Audit Committee receives such remuneration in the amount of EUR 30,000.00 (in words: thirty thousand euros) each. If the office of the Deputy Chairman of the Supervisory Board and the Chairman of the Audit Committee coincide in one person, such remuneration shall only amount to EUR 30,000.00 (in words: thirty thousand euros) in total.
- (2) Ordinary members of the Audit Committee receive, in addition to the basic remuneration pursuant to paragraph 1, a fixed annual remuneration of EUR 2,000 (in words: two thousand euros) payable after the end of the financial year. This shall not apply to the Chairman of the Supervisory Board and his Deputy.
- (3) Supervisory Board members who are members of the Supervisory Board or a committee of the Supervisory Board for only part of a financial year or who hold the office of Chairman or Deputy Chairman of the Supervisory Board or a committee for only part of a financial year shall receive a corresponding pro rata remuneration.
- (4) The remuneration shall be payable pro rata temporis after the end of each calendar quarter. The members of the Supervisory Board shall be integrated into a pecuniary damage liability insurance policy maintained by the Corporation at an appropriate level in the interest of the Corporation, insofar as such a policy exists. The premiums for this are paid by the Corporation.
- (5) The Corporation reimburses each member of the Supervisory Board for reasonable and proven expenses incurred in the exercise of his office as well as for any value added tax payable on the remuneration.

§ 19
Transactions requiring approval

In the cases provided for by law or listed in the rules of procedure for the Management Board, the Management Board may only conduct business with the approval of the Supervisory Board.

Duties of approval of the General Meeting Shareholders remain unaffected.

V. The General Meeting of Shareholders

§ 20
Place of the General Meeting of Shareholders

The General Meeting of Shareholders is held at the registered office of the Corporation or at a location within a radius of 100 kilometres from the registered office of the Corporation or in a German city with more than 100,000 inhabitants, at the discretion of the body convening the meeting.

§ 21
Attendance at the General Meeting of Shareholders

- (1) Shareholders or their representatives are entitled to attend the General Meeting and exercise their voting rights or their representatives whose registered shares are entered in the share register in the share register on the day of the General Meeting and who have registered with the Corporation at least six days prior to the General Meeting at the address provided in the invitation.
- (2) The voting right may be exercised by a representative. The granting of the representation, its revocation and the proof of the representation vis-à-vis the Corporation must be in text form; § 135 of the German Stock Corporation Act (AktG) remains unaffected. A simplification of the form may be stipulated in the convening notice.
- (3) The Management Board is authorised to provide that shareholders may participate in the General Meeting without being present at its location and without a representative and may exercise all or some of their rights in whole or in part by means of electronic communication. The Management Board may regulate the scope and procedure of online participation in detail.
- (4) The Management Board is authorised to provide that shareholders may cast their votes in writing or by way of electronic communication without attending the General Meeting

(postal vote). The Management Board may regulate the procedure of the postal vote in detail.

- (5) Members of the Supervisory Board, with the exception of the Chairman of the General Meeting (chairman of the meeting), are permitted to attend the General Meeting in consultation with the Chairman of the Chairman of the Supervisory Board), participation in the General Meeting by means of video and audio transmission is permitted in cases in which the Supervisory Board member concerned is prevented from physically attending the General Meeting, the Supervisory Board member resides abroad, the Supervisory Board member is unable to attend the General Meeting due to legal restrictions, the Supervisory Board member is unable to attend the General Meeting due to legal restrictions, the Supervisory Board member is unable to physically attend the General Meeting due to legal restrictions, the Supervisory Board member is unable to physically attend the General Meeting due to legal restrictions, the Supervisory Board member is unable to physically attend the General Meeting due to a stay abroad or a necessary stay at another location in Germany or due to an unreasonable travel time, the physical presence at the location of the General Meeting would not be possible or only possible with considerable effort or if the General Meeting is held as a virtual General Meeting without the physical presence of the shareholders or their proxies at the location of the General Meeting.
- (6) The Chairman of the Meeting shall be authorised to permit the transmission of extracts or complete images and sounds of the general meeting in a manner to be determined by him. The transmission may also be made in a form to which the public has unrestricted access.

§ 22

Convocation of the General Meeting of Shareholders

- (1) The General Meeting shall be convened by the Management Board and, in the cases provided for by law, by the Supervisory Board. The convocation shall be announced with notification of the agenda.
- (2) The General Meeting shall be convened at least thirty days before the day of the General Meeting, unless a shorter period is permitted by law. The day of the general meeting and the day of convocation shall not be counted. This notice period shall be extended by the days of the registration period pursuant to § 21 para. 1 sentence 1 or, if applicable, a shorter registration period provided for in the notice pursuant to § 21 para. 1 sentence 2.
- (3) The Management Board is authorised to provide for the General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). The authorisation applies to the holding of virtual General Meetings for a period of five years after the entry of this of this paragraph 3 in the Corporation's commercial register.

§ 23
Chairmanship in the General Meeting of Shareholders

- (1) The General Meetings shall be presided by the Chairman of the Supervisory Board, one of his deputies, or another member of the Supervisory Board to be determined by the Chairman of the Supervisory Board or another person designated for this purpose by the Chairman of the Supervisory Board.
- (2) The Chairman of the Meeting may determine an order of the items on the agenda that deviates from the order announced in the agenda. He shall also determine the manner and form of voting.
- (3) The Chairman of the Meeting shall chair the proceedings and determine the order of speakers. In the course of the General Meeting, he may set reasonable limits on the speaking time, the time for questions or the total time for speeches and questions in general or for individual speakers.

§ 24
Language

The General Meeting may be held in German or English language. If the General Meeting is held in English, the Corporation shall provide an interpreter to translate all English speeches into German.

§ 25
Majorities

- (1) Resolutions of the General Meeting shall be adopted by a simple majority of the votes cast and, to the extent that a majority of the capital is required, by a simple majority of the votes cast and by a simple majority of the share capital represented at the adoption of the resolution, unless a higher majority is required by mandatory statutory provisions or these Articles of Association.
- (2) Resolutions on capital increases of the Corporation § 182 of the German Stock Corporation Act (AktG), in particular
 - capital increases with subscription rights of shareholders against contributions (§ 182 para. 1 of the German Stock Corporation Act (AktG), but not for the issuance of non-voting preference shares (section 182 (1) sentence 2 of the German Stock Corporation Act (AktG)

- capital increases from Corporation funds (§ 207 section 2 of the German Stock Corporation Act (AktG) in conjunction with § 182 section 1 of the German Stock Corporation Act (AktG) and
- issuance of convertible bonds, participating bonds and other instruments to which the shareholders have a subscription right (§ 221 of the German Stock Corporation Act (AktG),

shall be adopted by a simple majority of the votes cast and by a simple majority of the share capital represented when the resolution is adopted.

§ 26

Voting Rights

Each no-par share grants one vote at the General Meeting.

VI. Accounting and Appropriation of the Annual Net Profit

§ 27

Annual Accounts and Management Report, Formal Approval of the Board of Management and of the Supervisory Board

- (1) The Management Board shall prepare the annual financial statements and the management report (to the extent required by law) for the previous financial year in the first three months of each financial year and submit them to the Supervisory Board without delay. At the same time, the Management Board shall submit to the Supervisory Board the proposal for the resolution of the General Meeting on the appropriation of the balance sheet profit.
- (2) The Supervisory Board shall commission the auditor to audit the annual financial statements and, if required by law, the consolidated financial statements in accordance with § 290 of the German Commercial Code (HGB). The documents and audit reports shall also be handed over to each member of the Supervisory Board or, if the Supervisory Board has so decided, to the members of a committee.
- (3) The General Meeting shall resolve annually, after receipt of the report to be submitted by the Supervisory Board pursuant to section 171 para. 2 of the German Stock Corporation Act (AktG), in the first eight months of the financial year on the discharge of the Management Board and the Supervisory Board, on the appropriation of the balance sheet profit, on the election of the auditor and, in the cases provided for by law, on the adoption of the annual financial statements.

§ 28

Appropriation of the Annual Net Profit

- (1) If the Management Board and the Supervisory Board adopt the annual financial statements, they may transfer amounts of up to 75 % of the annual surplus to other revenue reserves. In addition, they are authorised to transfer further amounts of up to 100 % of the net profit for the year to other revenue reserves as long as and to the extent that the other revenue reserves do not exceed half of the share capital and would not exceed this amount even after the transfer.
- (2) The profit shares of the shareholders shall be assessed in proportion to their participation in the share capital.
- (3) In the event of an increase of the share capital, the profit participation of the new shares may be determined in deviation from § 60 para. 2 of the Stock Corporation Act.
- (4) The General Meeting may resolve on the appropriation of the balance sheet profit by way of a distribution in kind instead of or in addition to a cash distribution. In the resolution on the appropriation of the balance sheet profit, it may transfer amounts to revenue reserves or carry them forward as profit.
- (5) The Management Board is authorised - upon approval of the Supervisory Board - to pay a part payment to the shareholders after the end of the financial year on the expected net profit if a preliminary financial statement for the past financial year shows a net profit for the year. The maximum amount that may be paid as a part payment is half of the amount remaining from the net profit for the year after deduction of the amounts that must be allocated to revenue reserves according to the law or the articles of association. In addition, the part payment may not exceed half of the previous year's retained earnings.

VII. Final Provisions

§ 29 Alterations of the Articles of Association

Alterations to these Articles of Association which only affect their wording may be decided by the Supervisory Board.

§ 30 Expenses for Formation, Costs

- (1) The formation costs shall be borne by the Corporation.
- (2) The Corporation shall also bear the costs of capital increases (court fees, publication costs, notary fees, and, if applicable, remuneration for preparatory consulting activities) and their implementation (subscription and, if applicable, fulfilment up to a maximum of 10% of the capital increase amount plus premium).

§ 31
Severability Clause

Should individual provisions of these Articles of Association be or become invalid, the remaining provisions of the Articles of Association shall remain valid. The invalid provision shall then be replaced and/or supplemented in such a way that the economic purpose pursued with it is achieved as far as possible in the sense of the mandatory provisions of the German Stock Corporation Act.

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