

# ARTICLES OF INCORPORATION OF INDUS HOLDING AG

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## **Articles of Incorporation of INDUS Holding AG**

(Version of May 29, 2019)

### **I. General provisions**

#### **Section 1 Company and Corporate Domicile**

1. The company bears the name "INDUS Holding Aktiengesellschaft."
2. Its corporate domicile is Bergisch Gladbach.

#### **Section 2 Purpose of the Company**

1. The purpose of the company is to invest in all kinds of other companies.
2. The company is entitled to engage in any activities which are conducive to the company purpose.

#### **Section 3 Disclosures**

1. Company disclosures shall be made in the German Federal Gazette.
2. Within the parameters of the law, the company is authorized to furnish its shareholders with information by means of remote data transmission.

### **II. Capital Stock and Shares**

#### **Section 4 Amount and composition of the capital stock**

1. The company has capital stock of EUR 63,571,323.62 (in words: sixty-three million five hundred and seventy-one thousand three hundred and twenty-three euros and sixty-two cents).
2. It is divided into 24,450,509 shares (no-par-value shares).

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## **Section 5 Type of shares and share documents**

1. The shares shall be made out to the bearer.
2. A shareholder is not entitled to his/her shares being evidenced. The company is entitled, but not obligated, to replace previously issued share documents with new no-par-value share documents and to declare all share documents previously issued as null and void.

## **Section 6 Authorized capital**

1. The Board of Management is authorized, with the Supervisory Board's approval, to increase the company's capital stock in the period up until May 28, 2024, once or in several installments, by a total of up to EUR 31,785,660.51 in return for cash and/or non-cash contributions (including mixed non-cash contributions) by issuing up to 12,225,254 new registered no-par value shares (Authorized Capital 2019) and, in doing so, to set a start date for profit sharing that deviates from that set out by law, also with retroactive effect from a fiscal year that has already passed insofar as no resolution has been passed as yet on the profit for this fiscal year that has already passed. Shareholders will generally be given subscription rights. The new shares can also be acquired by one or several financial institutions specified by the Board of Management provided that such institutions undertake to offer them to the shareholders (indirect subscription rights). However, the Board of Management is authorized, with the Supervisory Board's approval, to exclude shareholders' statutory subscription rights in the following cases:
  - to avoid fractional shares;
  - in the event of a capital increase through cash contributions, if the issue price of the new shares issued excluding subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) is not significantly below the stock market price and the aggregate number of the new shares issued excluding subscription rights pursuant to Section 186 (3) sentence 4 AktG does not exceed 10% of the capital stock, neither at the time at which this authorization takes effect nor at the time at which this authorization is exercised. Shares that were sold or issued, or are to be issued, on the basis of other authorizations during the term of this authorization, in direct application or in application mutatis mutandis of Section 186 (3) sentence 4 AktG excluding subscription rights, shall count towards this limit;
  - in cases involving a capital increase through noncash contributions, in particular for the purposes of acquiring a company, company divisions, investing in a company or other material operating resources; and

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- to grant the holders of conversion or option rights relating to shares in the company/corresponding conversion or option obligations a subscription right, to offset dilutions, to the extent that would be available to them as shareholders following their exercise of these rights/fulfillment of these obligations.
2. The aggregate number of shares issued, and to be issued, excluding subscription rights on the basis of one of these authorizations must not exceed 10% of the capital stock at the time at which this authorization is exercised; shares that were sold or issued, or are to be issued, on the basis of other authorizations during the term of this authorization, excluding subscription rights, shall count towards this limit.
  3. The Board of Management is authorized, with the Supervisory Board's approval, to decide on the additional details of the capital increase and its implementation, in particular on the content of the share rights and the terms and conditions of the share issue, including the issue amount.
  4. The Supervisory Board is authorized to amend the version of the Articles of Incorporation in accordance with the scope of the capital increase using authorized capital in question.

## **Section 7 Contingent capital**

1. The company's capital stock has been conditionally increased by up to EUR 11,700,000.04, divided into up to 4,500,000 no-par-value bearer shares (Contingent Capital 2018). The contingent capital increase will only be performed insofar as
  - a) the owners or creditors of convertible bonds or bonds with warrants which are issued by the company between May 24, 2018 and May 23, 2023 on the basis of the authorization granted to the Board of Management by the Ordinary Shareholders' Meeting, exercise their option or conversion rights, or
  - b) the obligors under convertible bonds and or bonds with warrants which are issued by the company between May 24, 2018 and May 23, 2023 on the basis of the authorization granted to the Board of Management by the Ordinary Shareholders' Meeting, fulfill their option or conversion obligation and
  - c) insofar as the contingent capital is required in accordance with the conditions of the convertible bonds or bonds with warrants.
2. The new shares shall be issued at the option or convertible price to be determined in accordance with the above authorization. The new shares shall carry dividend rights starting with the fiscal year in which they are created as a result of the exercise of option or conversion rights or the satisfaction of option and/or conversion obligations; if legally permissible, the Board of Management may, with the consent of the Supervisory Board, stipulate that, in deviation from the above and from Sec. 60 Para. 2 of the German Stock Corporation Act, the new shares be eligible for dividend also for a past fiscal year. The Supervisory Board is authorized to modify the wording of the company's articles of

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incorporation in accordance with the respective degree of utilization of the Contingent Capital 2018 and after expiration of all option and/or conversion periods.

## **III. Board of Management**

### **Section 8 Composition and representation**

1. The Board of Management comprises at least two people. Above and beyond this, the Supervisory Board shall determine the number of members of the Board of Management.
2. Members of the Board of Management shall be appointed and dismissed by the Supervisory Board. The Supervisory Board may appoint a member of the Board of Management as Chairman of the Board of Management and another member as Deputy Chairman of the Board of Management.
3. The company shall be represented by two members of the Board of Management or by one member of the Board of Management together with an authorized signatory.; Sec. 112 AktG shall remain unaffected.
4. The Supervisory Board is authorized to appoint individual members of the Board of Management as the sole representative of the company and/or to grant them the authority to engage in legal transactions on behalf of the company and as the representative of a third party.

### **Section 9 Management**

The Board of Management is charged with managing the company under its own responsibility and shall adopt rules of procedure by unanimous decision. Changes to or abolition of the rules of procedure must likewise be passed by unanimous decision. All issues of fundamental or material importance shall be decided upon by a majority vote of the participating members of the full Board of Management. If a member of the Board of Management is appointed as Chairman of the Board of Management, said member shall cast the deciding vote in the event that there is a tied vote pertaining to a Board of Management resolution if the Board of Management consists of more than two people. The members of the Board of Management shall participate in the meetings of the Supervisory Board in an advisory capacity, insofar as the Supervisory Board or its Chairman has not stipulated otherwise in individual cases.



## **IV. Supervisory Board**

### **Section 10 Composition and term of office**

1. The Supervisory Board comprises twelve members, six of whom are elected by the Annual Shareholders' Meeting and six by the employees in accordance with the provisions set out in the German Co-Determination Act.
2. The Supervisory Board members representing the shareholders are appointed for a period up to the conclusion of the Annual Shareholders' Meeting which formally approves the actions of the Supervisory Board in the fourth fiscal year since the commencement of a member's term of office. The fiscal year in which the term of office commences shall not be included in this period. Supervisory Board members may be reappointed. The Annual Shareholders' Meeting can stipulate a shorter term of office for Supervisory Board members representing the shareholders when they are elected. A by-election for Supervisory Board members who have left the Supervisory Board prematurely shall be held for the remaining term of office of the Supervisory Board member who has left.
3. Only individuals who have not yet reached the age of 70 on the day of the Annual Shareholders' Meeting at which the members of the Supervisory Board are elected are eligible for election; this also applies to the election of substitute members.
4. Supervisory Board members who are appointed by the Annual Shareholders' Meeting without having been nominated may be dismissed before the completion of their term of office. A resolution to this effect must be passed by a majority vote of at least three-quarters of the votes cast.
5. One or more substitute members can be elected for each shareholder representative on the Supervisory Board. Likewise, one substitute member may be elected for several specific Supervisory Board members representing the shareholders. If no successor has been elected, the substitute members shall take the place of the Supervisory Board member representing the shareholders who left the Supervisory Board prematurely in the order determined at the time of their election. A substitute member may only be appointed simultaneously with the Supervisory Board member whose place they are intended to take. If a substitute member leaves the Supervisory Board again as a result of a by-election, his/her position as a substitute member shall be reinstated in the order originally determined provided that at least one Supervisory Board member for whom he/she has been elected as a substitute member is still in office. The term of office of a substitute member shall expire at the latest upon the termination of the term of office of the retired Supervisory Board member. The election of substitute members representing the employees is governed by the provisions set out in the German Co-Determination Act; their term of office is valid for the remaining term of office of the member of the retired Supervisory Board.

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6. All members of the Supervisory Board and all substitute members may retire from office with one month's notice by submitting a written declaration to the Board of Management and by notifying the Chairman of the Supervisory Board. This shall not affect the right of resignation for cause.

## **Section 11 Chairman and Deputy**

1. A Supervisory Board meeting for which no special invitation is issued shall be held subsequent to the Annual Shareholders' Meeting at which the Supervisory Board members representing the shareholders were elected. At said meeting, the Supervisory Board shall appoint a Chairman and a Deputy Chairman from among its members for the term of office specified in Sec. 10 Para. 2 of these articles of incorporation under the direction of the oldest member in terms of age pursuant to Sec. 27 MitbestG.
2. Should the Chairman or Deputy Chairman retire from office prematurely, the Supervisory Board shall hold a new election for the vacant position for the remainder of the term of office of the retiring member without delay.
3. If the Deputy Chairman steps in because the Chairman is unavailable, the Deputy Chairman shall have the same rights as the Chairman, with the exception of the second vote to which the Chairman is entitled under the German Co-Determination Act.
4. Declarations of intent of the Supervisory Board shall be made by the Chairman on behalf of the board. The Chairman of the Supervisory Board is authorized to make the declarations of intent, on behalf of the Supervisory Board, that are required to implement the resolutions passed by the Supervisory Board. The Chairman is authorized to accept declarations on behalf of the Supervisory Board.

## **Section 12 Rules of procedure**

The Supervisory Board shall adopt its own rules of procedure within the context of the statutory provisions and these articles of incorporation.

## **Section 13 Meetings and convocation**

1. Meetings of the Supervisory Board shall be convened by the Chairman and the members shall be notified of the items on the agenda with notice of at least 14 days. The day on which the invitation is sent and the day of the meeting shall not count towards this notice period. This period of notice may be curtailed in urgent cases if the Chairman establishes that the matter is urgent and refers to such urgency in the notice convening the meeting.

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Likewise in urgent cases, there must be a period of at least three days between a meeting being convened and the the date of the meeting. The venue of the meeting shall be determined by the Chairman. Meetings may be convened in writing, by fax, by telephone, or by any other standard means of communication (e.g. email). The Supervisory Board can set out further details in its rules of procedure.

2. The Supervisory Board should endeavor to hold a meeting every quarter and must hold two meetings per half-year.

## **Section 14 Passing of resolutions**

1. The Supervisory Board shall constitute a quorum only if all of its members have been invited to a meeting and at least half of all the members of which it comprises partake in the passing of the resolutions. Participation in a meeting with personal attendance also includes participation using conference calls or video conferencing. Absent Supervisory Board members can take part in Supervisory Board votes at meetings with personal attendance by having their votes submitted by other Supervisory Board members to whom they have transmitted these votes in writing. The Supervisory Board can set out further details in its rules of procedure.
2. Unless stipulated otherwise by law as a mandatory requirement, resolutions of the Supervisory Board shall be passed on the basis of a simple majority of the votes cast. In the event of a tied vote, the members shall vote again on the same issue. If this vote is likewise tied, the Chairman of the Supervisory Board shall be awarded an additional, deciding vote. Sec. 108 Para. 3 of the German Stock Corporation Act (AktG) shall also apply to the additional vote. In all other respects, Sec. 14 Para. 1 Sentence 2 of the articles of incorporation shall apply accordingly. The Deputy Chairman is not entitled to this additional vote.
3. Resolutions may also be passed without a meeting with personal attendance being convened, by means of a vote conducted in writing, by telephone, or by any other standard means of communication (e.g. email, fax, conference calls or video conferences) if prescribed by the Chairman of the Supervisory Board with an appropriate period of notice. No objections may be raised to this form of passing resolutions by the other members of the Supervisory Board. The Supervisory Board can set out further details in its rules of procedure.
4. The advice of experts and informants may be sought in relation to individual items of the agenda.
5. Minutes shall be taken of the proceedings and resolutions of the Supervisory Board and shall be signed by the Chairman of the Supervisory Board. The minutes shall specify the date and venue of the meeting, those present at the meeting, the items on the agenda, the essence of the proceedings, and the resolutions of the Supervisory Board.

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## **Section 15 Committees**

1. The Supervisory Board is authorized to delegate individual tasks for which it is responsible to committees or individual board members insofar as permitted by law. The rules of procedure of the Supervisory Board set out further details in this regard.
2. In any case, the Supervisory Board shall set up the committee to be formed pursuant to Sec. 27 Para. 3 MitbestG immediately after the election of the Chairman of the Supervisory Board and the Deputy Chairman. In addition to the Chairman of the Supervisory Board and the Deputy Chairman, this committee also includes one member representing the shareholders and one employee representative.

## **Section 16 Remuneration**

1. In addition to the reimbursement of their out-of-pocket expenses incurred in performing their duties in the relevant fiscal year ended, all Supervisory Board members receive basic compensation of EUR 30,000.00 as well as an attendance fee of EUR 3,000.00 per meeting. The same applies to conference calls or video conferences. The Chairman receives double the two aforementioned sums, and his Deputy receives one-and-a-half times these amounts. The basic remuneration falls due at the end of the fiscal year. Members of the Supervisory Board who have not been members of the Supervisory Board or who have not held the position of Chairman or Deputy Chairman for the entire fiscal year are only entitled to remuneration on a pro rata basis.
2. Each member of a Supervisory Board committee shall receive remuneration in the amount of EUR 5,000.00 in addition to the reimbursement of their out-of-pocket expenses incurred in performing their duties in the relevant fiscal year ended. The Chairman of the committee receives double the aforementioned sum. The remuneration falls due at the end of the fiscal year. Committee members who have not been members of the committee or who have not held the position of Chairman for the entire fiscal year are only entitled to remuneration on a pro rata basis. The aforementioned provisions do not apply to the committee pursuant to Sec. 27 Para. 3 MitbestG.
3. The members of the Supervisory Board have their statutory value-added tax refunded.
4. The company can take out D&O liability insurance for the Supervisory Board members in an appropriate amount to cover the statutory liability relating to Supervisory Board activities. The insurance premium shall be borne by the company.



## **Section 17 Amendments to the articles of incorporation**

The Supervisory Board is authorized to make amendments to the articles of incorporation that relate to its wording only.

## **V. Annual Shareholders' Meeting**

### **Section 18 Convocation and venue**

1. The Annual Shareholders' Meeting which addresses the formal approval of the actions of the Board of Management and the Supervisory Board, the appropriation of the balance sheet profit, the appointment of an auditor, the appointment of Supervisory Board members representing the shareholders and, if applicable by law, the approval of the annual financial statements and the approval of the consolidated financial statements (Ordinary Shareholders' Meeting), shall be held within the first eight months of each fiscal year.
2. Extraordinary shareholders' meetings shall be convened if required for the good of the company.
3. The Annual Shareholders' Meeting shall be convened by the Board of Management or, in cases stipulated by law, by the Supervisory Board or a minority of the shareholders. Notification of the meeting must be given at least 30 days prior to the date by which the shareholders are required to register their attendance. The day of the convocation shall not be included in this period of notice.
4. The Annual Shareholders' Meeting shall be held at the company's domicile or at a location within a radius of 100 km (62.14 mi) of Bergisch Gladbach.

### **Section 19 Participation in the Annual Shareholders' Meeting**

1. Shareholders shall be entitled to attend the Annual Shareholders' Meeting and exercise their voting rights only if their registration and their proof of eligibility for participation have been received at the company's address stated in the convocation no less than six days prior to the Annual Shareholders' Meeting. The day upon which a registration is received and the date of the Annual Shareholders' Meeting shall not be included in the calculation of this period. Evidence of a shareholder's entitlement must relate to the start of the twenty-first day prior to the Annual Shareholders' Meeting and must be provided in writing in German or English (Sec. 126b of the German Civil Code (BGB)). Evidence provided by the custodian bank and meeting these criteria shall suffice.

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2. The Board of Management is authorized to make arrangements for shareholders to participate in the Annual Shareholders' Meeting without themselves or a proxy being present at the venue and for said shareholders to exercise one or all of their rights either wholly or in part by means of electronic communication, with the exception of the right to raise an objection to a resolution of the Annual Shareholders' Meeting, which must be submitted in writing. Details shall be included in the convocation of the Annual Shareholders' Meeting. The Board of Management is authorized to make arrangements for shareholders to vote in writing or by means of electronic communication (postal vote) also without attending the meeting.
3. Details of how to register attendance and how admission tickets will be issued shall be included in the invitation.

## **Section 20 Chair of the Annual Shareholders' Meeting, shareholders' right to ask questions and speak**

1. The Annual Shareholders' Meeting shall be chaired by the Chairman of the Supervisory Board or, if he is prevented from doing so, by another Supervisory Board member to be appointed by him. If the Chairman of the Supervisory Board has not appointed another Supervisory Board member, or if both he and the other Supervisory Board member appointed by him are prevented from attending, the chair of the meeting shall be elected by the Supervisory Board members representing the shareholders who are present at the meeting. If no election is achieved in this manner, the chair of the meeting shall be elected by the Annual Shareholders' Meeting under the direction of the shareholder or shareholder representative who represents the most votes at the Annual Shareholders' Meeting.
2. The chair of the meeting determines the order in which the items on the agenda are addressed, the order in which the speakers are to appear, and the nature, order, and form of the votes.
3. In the case of votes for appointments to the Supervisory Board, the chair of the meeting is authorized to have the board members vote on a list put forward by the management or by the shareholders.
4. The chair of the meeting can, as appropriate, limit the time allocated to the shareholders' right to speak and ask questions. At the beginning or during the course of the Annual Shareholders' Meeting, the chair can, in particular, specify the duration of the entire meeting proceedings, the discussion of the individual items on the agenda, the total time available for speaking and asking questions, as well as the time available to individual speakers for speaking and asking questions as appropriate. The chair may also order the early closure of the list of speakers and the end of the debate.

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## **Section 21 Voting rights and resolutions**

1. Each share entitles the holder to one vote.
2. Voting rights are not allocated until the shareholder has contributed to the capital stock in full.
3. The resolutions of the Annual Shareholders' Meeting shall be passed with a simple majority of the votes cast and, insofar as an equity majority is required, with a simple majority of the capital stock represented when the resolution is passed, unless stipulated otherwise by law or by the articles of incorporation.
4. Voting rights may be exercised by proxy. Powers of attorney must be granted, revoked, and evidenced in writing (Sec. 126b of the German Civil Code (BGB)), unless stipulated otherwise by law. Evidence of a power of attorney may be submitted to the company by a means of electronic communication to be determined by the Board of Management. Details shall be included in the convocation of the Annual Shareholders' Meeting.
5. If a shareholder authorizes more than one person to attend the Annual Shareholders' Meeting and exercise his voting rights on his behalf, the company is entitled to reject one or more of said persons.
6. A shareholder's entitlement pursuant to Sec. 128 Para. 1 Sentence 1 of the German Stock Corporation Act (AktG) to have notifications in accordance with Sec. 125 Para. 1 AktG transmitted to them is limited to electronic means of communication. Insofar as the provisions of Sec. 49 Para. 3 Sentence 1 No.1 d of the German Securities Trading Act (WpHG) are met, the same shall apply to the transmission of notifications by the company pursuant to Sec. 125 Para. 2 AktG. The Board of Management is authorized to convey notifications in paper form and may also authorize banks to do the same. Insofar as the Board of Management authorizes the transmission of notifications in paper form, this must be announced in the convocation of the Annual Shareholders' Meeting.
7. The Board of Management is authorized to make arrangements for the Annual Shareholders' Meeting to be audiovisually broadcast, either wholly or in part.

## **VI. Fiscal year, Accounting, Appropriation of Profits**

### **Section 22 Fiscal year, annual financial statements and consolidated financial statements**

1. The fiscal year is equal to the calendar year.
2. The Board of Management is required to prepare the annual financial statements, the management report, the consolidated financial statements and the Group management

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report for the preceding fiscal year within the first three months of each fiscal year and submit them without delay to the Supervisory Board and the auditor for examination. It shall also submit the proposal for the appropriation of the balance sheet profit to the Supervisory Board for examination.

## **Section 23 Statutory reserves**

If the Board of Management and the Supervisory Board approve the annual financial statements, they are authorized to transfer more than half of the annual net profit to other earnings reserves in accordance with Sec. 266 Para. 3 of the German Commercial Code (HGB). Sums of money which must be allocated to statutory reserves and a loss carryforward must first be subtracted from the annual net profit.

## **Section 24 Appropriation of retained earnings**

1. Unless determined otherwise by the Annual Shareholders' Meeting, the balance sheet profit shall be distributed to the shareholders in accordance with their participation in the share capital. In the event of an increase in the share capital, the profit participation of the new shares may be determined by way of derogation from Sec. 60 Para. 2 Sentence 3 AktG.
2. Dividend warrants which have not been redeemed within four years of the end of the calendar year in which payment was due are forfeited to the benefit of the company.