The following is a convenience translation. The German version shall be authoritative.

Articles of Association of Heidelberg Pharma AG

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Articles of Association
of
Heidelberg Pharma AG

I. GENERAL PROVISIONS

§ 1 Company, Domicile

(1) The name of the Company is:

Heidelberg Pharma AG

(2) The Company is domiciled in Ladenburg, Germany.

§ 2 Purpose of the Company

(1) The Company's purpose is the research, development, production, approval, marketing and sales of medical products and diagnostic agents, primarily in the field of oncology, also through the provision of services for third parties, as well as the in- and out-licensing of industrial property rights based thereon.

(2) The Company may engage in all transactions that are suitable for serving its purpose, directly or indirectly. In particular, the Company may take over or represent other companies of the same or a similar type; it may acquire interests in such companies, specifically, as a personally liable partner or shareholder. The Company may establish branch offices and subsidiaries nationally and internationally. The purpose of the Company can be fulfilled by the Company and its subsidiaries together or individually in segments.

§ 3 Duration of the Company, Financial Year

(1) The Company has been set up for an indefinite period.

(2) The Company's financial year runs from 01 December of a given year to 30 November of the following year.

§ 4 Announcements and Notifications

(1) The Company shall publish its announcements in the Federal Gazette ("Bundesanzeiger"), unless expressly provided otherwise by law. For statements or information that must be made available to the shareholders by law but are not subject to specific form requirements posting on the Company's website is sufficient.

(2) Information to be provided to the bearers of the Company's listed securities may also be transmitted by means of remote data transmission.

II. SHARE CAPITAL AND SHARES

§ 5 Amount and Division of the Share Capital

(1) The Company's share capital is EUR 46,784,317.00 (in words: fourty-six million sevenhundred eighty four thousand nine-hundred seventy-seven).

(2) The share capital is divided into 46,784,317 no par value bearer shares with an arithmetical proportion in the share capital of EUR 1.00 per share.

(3) (repealed)

(4) (repealed)

(5) The Executive Management Board is authorised to increase the Company's share capital, with the approval of the Supervisory Board, by up to EUR 21,002,488.00 by issuing up to 21,002,488 new no par value bearer shares in return for cash contributions and/or contributions in kind on one or several occasions up to and including 19 June 2029 (Authorised Capital 2024/I).

The shareholders generally have a subscription right in connection with cash capital increases. The shares may also be acquired by one or more banks, subject to the obligation to offer them to the shareholders for subscription. However, subject to the approval of the Supervisory Board, the Executive Management Board is authorised to exclude shareholders' subscription right in connection with cash capital increases in the following cases:

a) in the event of a cash capital increase, if the issue price of the new shares is not substantially lower than the market price and if the total amount of the new

shares issued in direct or analogous application of section 186 para. 3 sentence 4 of the German Stock Corporation Act in return for cash contributions subject to the exclusion of shareholders' subscription right while this authorisation is in effect does not exceed a total of 20% of the share capital, specifically, neither at the date this authorisation takes effect nor at the time it is exercised. Shares that are, or shall be, issued for the purpose of satisfying bonds that are issued with conversion rights or option rights shall be counted toward this 20% limit of the share capital, to the extent that and insofar as these bonds are issued in analogous application of section 186 para. 3 sentence 4 of the German Stock Corporation Act subject to the exclusion of shareholders' subscription rights while this authorisation is in effect; or

b) to avoid fractions of shares, or

c) in the event of a cash capital increase, where the new shares are issued on a foreign stock exchange in connection with an IPO.

The Executive Management Board is also authorised to exclude shareholders' subscription right in connection with capital increases in return for contributions in kind with the approval of the Supervisory Board.

Finally, the Executive Management Board is authorised to determine both the additional content of the rights embodied in the shares and the conditions of the share issue, subject to the approval of the Supervisory Board.

The Supervisory Board is authorised to amend the wording of the Articles of Association to reflect the scope of the capital increase from Authorised Capital 2024/I or after expiration of the authorization period.

(6) The Company's share capital is contingently increased of up to EUR 227,872.00 through the issue of up to 227,872 no-par-value bearer shares (Contingent Capital 2011/I). The contingent capital increase serves solely to satisfy subscription rights granted on the basis of the authorisation resolved by the General Meeting on 18 May 2011 under Agenda item 6. Said contingent capital increase shall be carried out only to the extent that holders of subscription rights issued under the WILEX Stock Option Plan 2011 exercise their right to subscribe to shares of the Company and the Company does not deliver treasury shares or pay cash compensation to fulfil such options. The new shares shall participate in the Company’s profits from the start of the financial year for which a resolution on the appropriation of profits has yet to be adopted at the time

the stock options are issued.

The Supervisory Board is authorised to amend the wording of article 5 para. 6 of the Articles of Association in accordance with the given issue of stock options as well as to make all related amendments of the Articles of Association that affect solely the given wording. The same shall apply if the authorisation to issue subscription rights is not exercised upon expiration of the authorisation period as well as if the contingent capital is not used upon expiration of the deadlines for exercising subscription rights.

(7) The Company's share capital is contingently increased by up to EUR 579,585.00 through the issue of up to 579,585 no par value bearer shares (Contingent Capital 2017/I). The contingent capital increase is exclusively for the purpose of satisfying subscription rights issued on the basis of the authorization resolved by the Annual General Meeting on 20 July 2017 with respect to Agenda item 6. The conditional capital increase will only be implemented to the extent that the holders of the subscription rights issued under the WILEX 2017 Stock Option Plan exercise their right to subscribe for shares of the Company and the Company does not grant treasury shares or offer a cash settlement to satisfy the subscription rights. The new shares participate in profits from the start of the fiscal year for which, at the time they are issued, a resolution regarding the appropriation of net profits has not yet been adopted.

The Supervisory Board is authorized to adapt the wording of Article 5 (7) of the Articles of Association in line with the respective issue of shares and to make all other associated amendments to the Articles of Association that relate solely to the wording. The preceding applies accordingly in the event of the non-utilization of the authorization to issue subscription rights after expiration of the authorization period and in the event of the non-utilization of the contingent capital after expiration of the periods for exercising the subscription rights.

(8) The Company's share capital is contingently increased by up to EUR 23,302,488.00 through the issue of up to 23,302,488 no par value bearer shares (Contingent Capital 2025/I). The contingent capital increase is exclusively for the purpose of granting new shares to holders of conversion rights or options granted on the basis of the authorization by the Annual General Meeting on 15 May 2025, resolved in respect of Agenda Item 9, by the Company or by companies in which the Company holds either a direct or indirect majority interest. The shares shall be issued at the conversion or option price to be determined pursuant to the aforementioned resolution. The contingent capital increase will only be implemented to the extent that the holders of

conversion rights or options make use of their conversion rights or options or fulfill conversion obligations arising from such bonds. The new shares participate in profits from the start of the fiscal year for which, at the time they are issued, a resolution regarding the appropriation of net profits has not yet been adopted.

The Supervisory Board is authorized to adapt the wording of Article 5 (8) of the Articles of Association in line with the respective issue of shares and to make all other associated amendments to the Articles of Association that relate solely to the wording. The preceding applies accordingly in the event of the non-utilization of the conversion rights or options to issue subscription rights after expiration of the authorization period and in the event of the non-utilization of the contingent capital after expiration of the periods for exercising the conversion rights or options.

(9) The Company's share capital is contingently increased by up to EUR 975,013.00 through the issue of up to 975,013 no par value bearer shares (Contingent Capital 2018/I). The contingent capital increase is exclusively for the purpose of satisfying subscription rights issued on the basis of the authorization resolved by the Annual General Meeting on 26 June 2018 with respect to Agenda item 6. The conditional capital increase will only be implemented to the extent that the holders of the subscription rights issued under the Heidelberg Pharma 2018 Stock Option Plan exercise their right to subscribe for shares of the Company and the Company does not grant treasury shares or offer a cash settlement to satisfy the subscription rights. The new shares participate in profits from the start of the fiscal year for which, at the time they are issued, a resolution regarding the appropriation of net profits has not yet been adopted.

The Supervisory Board is authorized to adapt the wording of Article 5 (9) of the Articles of Association in line with the respective issue of shares and to make all other associated amendments to the Articles of Association that relate solely to the wording. The preceding applies accordingly in the event of the non-utilization of the authorization to issue subscription rights after expiration of the authorization period and in the event of the non-utilization of the contingent capital after expiration of the periods for exercising the subscription rights.

(10) The Executive Management Board is authorized to increase the Company's share capital, with the approval of the Supervisory Board, by up to a total of EUR 2,300,000.00 by issuing up to 2,300,000 new no par value bearer shares in return for cash contributions on one or several occasions up to (and including) 27 June 2027

(Authorized Capital 2022/II). The new shares will be offered exclusively to employees of the Company and its affiliated companies, members of the Company's Executive Management Board, and advisors of the Company who are largely equivalent to members of the Executive Management Board. The new shares may also be acquired by one or more banks, subject to the obligation to offer them to employees of the Company and its affiliated companies, members of the Company's Executive Management Board, and advisors of the Company who are largely equivalent to members of the Executive Management Board. Shareholders' pre-emption rights will be disapplied.

The Executive Management Board is also authorized, with the approval of the Supervisory Board, to determine further details of the utilization of Authorized Capital 2022/II, particularly the conditions governing the issuance of the new no par value shares, the issue price, and the additional rights attached to the shares, as well as the implementation of capital increases.

The Supervisory Board is authorized to amend the wording of the Articles of Association to reflect the scope of the capital increase from Authorized Capital 2022/II or after expiration of the authorization period. Insofar as the Supervisory Board represents the Company pursuant to Section 112 AktG, the Supervisory Board is authorized accordingly under Authorized Capital 2022/II.

(11) The share capital of the Company is conditionally increased by up to EUR 2,621,035 by issuing up to 2,621,035 no-par value bearer shares (Conditional Capital 2023/I). The conditional capital increase serves exclusively to fulfill subscription rights granted on the basis of the authorization of the Annual General Meeting on 25 May 2023 in accordance with the resolution on agenda item 8. The conditional capital increase will only be implemented to the extent that the holders of subscription rights issued under the Heidelberg Pharma Stock Option Plan 2023 exercise their right to subscribe for shares in the Company and the Company does not deliver treasury shares or grant a cash settlement to fulfill the subscription rights. The new shares will participate in profits from the beginning of the financial year for which no resolution on the appropriation of profits exists at the time of their issue.

The Supervisory Board is authorized to amend the wording of Article 5 (11) of the Articles of Association in line with the respective issue of subscription shares and to make all other related amendments to the Articles of Association that only affect the wording. The same shall apply in the event of non-utilization of the authorization to

issue subscription rights after expiry of the authorization period and in the event of non-utilization of the conditional capital after expiry of the periods for exercising subscription rights.

§ 6 Share Certificates

(1) The Executive Management Board shall, subject to the approval of the Supervisory Board, determine the form of the share certificates and of the dividend and renewal coupons.

(2) The Company may combine individual shares in global share certificates that document multiple shares (global shares, global certificates). Shareholders' right to securitisation of their shares shall be excluded.

III. THE EXECUTIVE MANAGEMENT BOARD

§ 7 Term of Office, Composition, Resolutions

(1) The Supervisory Board shall nominate the members of the Executive Management Board for terms of office not to exceed five years. The appointment of members of the Executive Management Board may be renewed, or the term of office extended, provided that the term of each such renewal or extension does not exceed five years.

(2) The Executive Management Board may comprise one or several persons. The Supervisory Board shall determine the number of Executive Management Board members in accordance with statutory requirements. The Supervisory Board may appoint one member of the Executive Management Board to serve as the latter's chairman. Deputy members of the Executive Management Board may be appointed.

(3) The Executive Management Board shall adopt its resolutions by a simple majority of all votes cast. An application shall be deemed to have been rejected in the event of a tie. Resolutions may also be adopted by means of a circular in writing, by telegramme, by telex or fax, by e-mail or by telephone if no member of the Executive Management Board objects.

§ 8 Representative Authority

(1) If only one person has been appointed to the Executive Management Board, such Board member shall represent the Company alone. If the Executive Management Board is comprised of several members, however, the Company shall be represented jointly by two members of the Executive Management Board or by one member of the Executive Management Board together with an executive holding power of attorney ("Prokurist").

(2) The Supervisory Board may grant sole representative authority to members of the Executive Management Board.

(3) The Supervisory Board may exempt members of the Executive Management Board from the limitations of Section 181 German Civil Code (Bürgerliches Gesetzbuch) within the limits defined under Section 112 of the German Stock Corporation Act (Aktiengesetz).

§ 9 Management

(1) The Executive Management Board is responsible for running the Company. It must manage the Company's business in accordance with the law, its Articles of Association and the Executive Management Board's own internal rules of procedure.

(2) The Supervisory Board shall issue internal rules of procedure for the Executive Management Board. It may define transactions – either in the internal rules of procedure or by means of resolutions – that are subject to its approval.

IV. SUPERVISORY BOARD

§ 10 Composition of the Supervisory Board

(1) The Supervisory Board shall comprise five members.

(2) All members of the Supervisory Board shall be elected for a term ending at the conclusion of the Annual General Meeting at which the actions of the Supervisory Board members during the fourth financial year following the commencement of their term of office are formally approved, not counting the financial year during which the relevant

Supervisory Board members were elected. Appointments for shorter terms are possible. Supervisory Board members may be re-elected, even repeatedly.

(3) Substitute members may be elected to replace Supervisory Board members resigning their seats early, either for the remainder of the respective departing member's term or until a new election is held pursuant to para. (6); the order in which they will do so shall be determined at the time they are elected.

(4) At its first meeting following its election, the Supervisory Board shall elect one of its members as chairman and one or several members as deputy chairmen, specifying their ranking. The election shall be for the elected person's term of office.

(5) Every member of the Supervisory Board may withdraw from office subject to four weeks' notice by submitting a written statement to the Executive Management Board, subject to notification of the Supervisory Board chairman.

(6) If a Supervisory Board member is elected to take the place of a departing Supervisory Board member, the former's term of office shall correspond to the latter's remaining term of office. If a substitute member has taken the place of a departing member, the substitute member's term shall expire at the end of the next following Annual General Meeting at which a new Supervisory Board member shall be elected pursuant to sentence 1.

§ 11 Internal Rules of Procedure, Convening Meetings, Resolutions, Committees, Participation

(1) The Supervisory Board may adopt internal rules of procedure for itself.

(2) The Supervisory Board shall meet twice every six calendar months. It shall also be convened if business so requires.

(3) Meetings of the Supervisory Board shall be convened by its chairman, or by the deputy chairman if the chairman is unavailable, with fourteen days' notice in writing, by e-mail or by fax (using any media) to the members' last known addresses or fax numbers. This notice period shall not include the day on which the notice of meeting is sent out and the day of the meeting itself. In urgent cases, the chairman (or the deputy chairman if the former is unavailable) may reduce the notice period and convene the meeting orally, by telephone, by fax, by telegram or by any other suitable electronic means. The

individual agenda items shall be specified in the notice of meeting. A resolution regarding an agenda item not set forth in the notice of meeting may only be adopted if no member of the Supervisory Board objects immediately. Present members of the Supervisory Board may only object to the resolution during the meeting whilst its absent members shall be given the opportunity to object to the resolution within a reasonable period to be determined by the chairman (or by the deputy chairman if the chairman is unavailable) or to cast their vote in writing which may then also be transmitted by fax. The resolution shall only take effect if none of the absent Supervisory Board members have objected to it by the given deadline.

(4) The Supervisory Board shall adopt its resolutions in its meetings. If so ordered by the chairman of the Supervisory Board, however, resolutions may also be adopted in writing, by telegram, by telex or fax, by e-mail or by telephone if no member immediately objects to this procedure.

(5) The Supervisory Board shall constitute a quorum if three of its members participate in the adoption of the resolution. Absent Supervisory Board members may participate in the process of adopting the resolution by having present Supervisory Board members or a person designated in para. (8) submit their written votes which may also be transmitted by fax. Members who have been linked up via video or telephone conference participate in the adoption of the relevant resolution.

(6) Resolutions shall be adopted by a simple majority of all votes cast unless stipulated otherwise by law. Abstentions shall not be considered votes cast. In case of a tie, the chairman's vote shall decide the matter. If the chairman of the Supervisory Board is not participating in the vote, the vote of the next ranking deputy chairman shall break the tie.

(7) The Supervisory Board may constitute committees from among its members and also transfer decision-making authority to them, to the extent legally permissible. Absent any decision by the Supervisory Board to the contrary, the provisions of this paragraph and the Supervisory Board's internal rules of procedure shall apply analogously to the committees' procedures.

(8) Supervisory Board members who are unavailable may authorise a person who does not belong to the Supervisory Board by means of a written power of attorney (which may also be transmitted by fax) to participate in the meetings of both the Supervisory

Board and its committees in their stead. However, the person so authorised shall not have the right to vote.

(9) Minutes of the Supervisory Board meetings shall be prepared such that they reflect the participants, the agenda, the proposed resolutions and the results of the voting. These minutes shall be signed by the chairman of the Supervisory Board or, if the chairman is unavailable, by the deputy chairman and provided in photocopy to all members of the Supervisory Board within two weeks of the relevant meeting.

(10) The members the Supervisory Board must maintain secrecy regarding confidential reports and confidential deliberations as well as corporate secrets – specifically, business and trade secrets – to which they have become privy as part of their activity on the Supervisory Board. This obligation shall survive the expiration of their term of office. Persons who are not members of the Supervisory Board but who attend meetings of the Supervisory Board must expressly be bound by the same obligation of professional secrecy.

§ 12 Compensation of Supervisory Board Members

(1) Each member of the Supervisory Board receives a compensation of EUR 15,000.00 for each full financial year of service on the Supervisory Board, in addition to reimbursement of out-of-pocket expenses. The chairman of the Supervisory Board receives a compensation of EUR 35,000.00, and the deputy chairmen receive a compensation of EUR 25,000.00. The Supervisory Board compensation is payable to the members of the Supervisory Board in four equal instalments on the last day of February and on 31 May, 31 August and 30 November of each financial year. The compensation paid to Supervisory Board members who were not in office for a full financial year is pro rated in accordance with the duration of their membership on the Supervisory Board.

(2) For serving on a Supervisory Board committee, every member of the Supervisory Board shall be paid a flat fee of EUR 3,000.00 per financial year and committee; the chairman of the committee shall be paid a flat fee of EUR 7,000.00 per financial year and committee. Paragraph (1) sentence 3 and 4 shall apply analogously. The Company shall limit the foregoing compensation for Supervisory Board members' activities on committees to no more than two (2) committee appointments. Without limiting the aforementioned individual restriction on the compensation to be paid for committee appointments, however, the Company shall only pay a total of EUR 54,600.00 per

financial year in accordance with this para. (2) for the activities of Supervisory Board members on any of its committees. If this maximum amount does not suffice – simultaneously taking the individual limitation pursuant to sentence 3 of this para. (2) into account – to compensate Supervisory Board members for all of their activities in the committees as chairmen or regular members, then the maximum amount shall be divided proportionally among all committee members and chairmen, taking the foregoing requirements into account, unless the Supervisory Board unanimously adopts a different approach.

(3) In addition to the compensation paid pursuant to preceding paras. (1) and (2), the person chairing the Supervisory Board meeting shall be paid a fee of EUR 3,000.00 per meeting and every other member of the Supervisory Board shall be paid a fee of EUR 1,500.00 for attending a meeting of the Supervisory Board; attendance at meetings of Supervisory Board committees shall not be compensated separately by way of attendance fees. If a member participates in a meeting via telephone, the aforementioned attendance fees shall be reduced by 50%. The Company shall pay attendance fees for a maximum of six (6) Supervisory Board meetings per annum for each Supervisory Board member. All attendance fees shall be due and payable to the Supervisory Board members along with the compensation paid to them for serving on the Supervisory Board pursuant to preceding paras. (1) and (2).

(4) The Company shall reimburse all Supervisory Board members for VAT payable on their compensation and expenses pursuant to preceding paras. (1) to (3).

(5) The foregoing provisions shall apply for the first time after the end of the 2007 Annual General Meeting; the compensation pursuant to preceding paras. (1) and (2) shall be paid from this date for the 2007 financial year pro rata temporis.

(6) The Executive Management Board is authorised to purchase D & O liability insurance for the members of the Supervisory Board. The Company shall pay the relevant premiums for the D & O liability insurance purchased for the Supervisory Board members.

V. ANNUAL GENERAL MEETING

§ 13 Annual General Meeting

The Annual General Meeting shall be held within the first eight months of each financial year. It is responsible, in particular, for allocating the net retained profits, selecting the auditor, formally approving the actions of the members of the Executive Management Board and the Supervisory Board, electing Supervisory Board members and, where required by law, approving the annual financial statements.

§ 14 Place of the Meeting and Convening Annual General Meetings

(1) The Annual General Meeting shall take place at the Company's domicile or in a major German city with a population of more than 100,000.

(2) The chairperson is authorised to permit whole or partial audiovisual broadcasts of the Annual General Meeting in a manner to be specified by the chairperson. Such broadcast may also be executed in ways that give the public unlimited access to the Annual General Meeting.

(3) The Annual General Meeting shall be convened by the Executive Management Board, or by the Supervisory Board if the law so requires.

(4) At a minimum, the Annual General Meeting must be convened in compliance with the statutory notice period. The notice period shall satisfy statutory requirements, taking the registration set forth in article 15 of the Articles of Association into account.

(5) The members of the Executive Board and the Supervisory Board shall attend the Annual General Meeting in person. Supervisory Board members who are prevented from attending in person for good cause or who are unable to travel to and from the venue of the Annual General Meeting on the same day may also participate by means of video and audio transmission. Members of the Supervisory Board are also permitted to participate in the Annual General Meeting by means of video and audio transmission if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of shareholders or their representatives at the location of the Annual General Meeting.

(6) (repealed)

§ 15 Right to Attend the Annual General Meeting

(1) Shareholders who have registered prior to the Annual General Meeting and verified their shareholdings to the Company shall be entitled to participate in the meeting and exercise their voting right.

(2) The registration shall be sent in text form (section 126b German Civil Code - BGB) to the address provided for such purpose in the invitation to the meeting. There must be a period of six days between the date on which the registration is received and the date of the Annual General Meeting. The invitation to the meeting may specify a shorter deadline, i.e. fewer days. All registration details shall be published at the time the Annual General Meeting is convened.

(3) The evidence of share ownership in text form issued by the last intermediary in accordance with section 67c para. 3 of the German Stock Corporation Act is sufficient as evidence of share ownership. Such evidence must refer to the date specified by the German Stock Corporation Act for this purpose. Paragraph 2 shall apply accordingly to such evidence.

(4) The foregoing shall not affect the applicability of any other registration or verification procedure that is mandatory under the law.

(5) The Executive Management Board is authorised to provide for means that allow shareholders to participate in the Annual General Meeting without being physically present and without having to appoint a proxy as well as to exercise all or some of their rights, in whole or in part, by means of electronic communication. Further, the Executive Management Board is authorised to determine both the scope of and the procedure for participating and exercising rights pursuant to sentence 1. The attendant rules shall be published at the time the Annual General Meeting is convened, provided this authorisation is exercised.

(6) The Executive Management Board is authorised to enable shareholders to exercise their voting rights, in writing or by means of electronic communication, without having to be physically present at the Annual General Meeting (“vote by post”). The Executive Management Board is also authorised to determine the requisite procedure. The attendant rules shall be published at the time the Annual General Meeting is convened, provided this authorisation is exercised.

(7) The Executive Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their representatives at the location of the Annual General Meeting (virtual Annual General Meeting) (Authorization 2025). The authorization shall apply to the holding of virtual Annual General Meetings in a period of two years after entry of this provision of the Articles of Association in the commercial register of the Company."

§ 16 Chairperson of the Annual General Meeting

(1) The Chairman of the Supervisory Board or another member of the Supervisory Board designated by the Chairman shall be appointed to chair the Annual General Meeting. If the Chairman of the Supervisory Board does not chair the Annual General Meeting and if he has not appointed another member of the Supervisory Board as his deputy, the Supervisory Board shall elect the Chairman of the Annual General Meeting. Persons who are neither shareholders nor members of the Supervisory Board, nor otherwise belong to the company, are also eligible for election.

(2) The chairman shall chair the Annual General Meeting and determine the order of the agenda items as well as both the sequence and the form of the voting procedure. The chairman may impose reasonable limits on shareholders' right to ask questions and speak; in particular, the chairman may reasonably determine the time allotted to the entire Annual General Meeting, to the discussion of individual agenda items as well as to the length of each individual's questions and statements.

§ 17 Voting Right, Resolution, Proxy

(1) Each share grants the right to one vote at the Annual General Meeting.

(2) The resolutions of the Annual General Meeting shall be adopted by a simple majority of all votes cast unless a larger majority of votes is required by mandatory law. Abstentions shall not be considered votes cast. If the German Stock Corporation Act also requires the majority of the share capital to be represented when resolutions are adopted, a simple majority of the capital represented shall suffice to the extent permitted in law.

(3) The right to vote may be exercised by proxy. The proxy shall be granted or revoked, as well as evidenced vis-à-vis the Company, in text form (section 126b German Civil Code). All details with respect to the granting or revoking of proxies and the evidencing of same vis-à-vis the Company as well as at least one means of electronic communication shall

be published at the time the Annual General Meeting is convened; the notice may also stipulate a simplification. Section 135 of the German Stock Corporation Act shall not be affected thereby.

(4) The Company has the right, prior to a Annual General Meeting, to appoint a proxy that shall exercise the voting rights of absent shareholders at such Annual General Meeting pursuant to their instructions. All other details related to both the appointment of the proxy and the issuance of instructions shall be determined by the Executive Management Board with the approval of the Supervisory Board. The procedure shall be announced to the shareholders at the time the Annual General Meeting is convened.

VI. ACCOUNTING AND ALLOCATION OF PROFITS

§ 18 Annual Financial Statements

(1) The Executive Management Board must prepare the management report and the annual financial statements for the preceding financial year in the first three months of the subsequent annual period and submit them to the Supervisory Board. The Supervisory Board shall immediately commission the auditor to audit the annual financial statements. Once the Supervisory Board has received the audit report, other Supervisory Board members shall be notified that the annual financial statements, the management report, the proposal regarding the allocation of net retained profits as well as the audit report are available for inspection.

(2) The Supervisory Board shall review the annual financial statements, the Executive Management Board's management report, and the proposal concerning the allocation of net retained profits, and shall submit a written report of its findings to the Annual General Meeting. The Supervisory Board shall transmit its report to the Executive Management Board within one month of the date on which it receives the documents. If the Supervisory Board approves the annual financial statements, the latter shall be deemed adopted, unless the Executive Management Board and the Supervisory Board resolve to have the Annual General Meeting adopt the annual financial statements.

(3) The Executive Management Board shall convene the Annual General Meeting immediately after it receives the Supervisory Board's report. The annual financial statements, the management report prepared by the Executive Management Board, the report of the Supervisory Board and the Executive Management Board's proposal concerning the allocation of net retained profits shall be made available to the

shareholders for inspection at the Company's offices from the date on which Annual General Meeting is convened. Hard copies of the documents need not be made available if they are accessible on the Company's website during the same period.

§ 19 Allocation and Distribution of Profits

(1) Unless the Annual General Meeting passes a resolution to the contrary, the net retained profits shall be distributed to the shareholders in proportion to their share in equity.

(2) A resolution regarding a capital increase may establish a percentage at which new shares are entitled to participate in profits in deviation from Section 60 para. 2 sentence 3 German Stock Corporation Act.

(3) Dividend coupons that have not been redeemed within four years of the end of the calendar year in which they became due shall be deemed to have been forfeited.

VII. CLOSING PROVISIONS

§ 20 Amendments of these Articles of Association

The Supervisory Board is authorised to adopt amendments of these Articles of Association that are limited to their wording.

§ 21 Founding Costs

The Company shall bear all costs related to its founding up to a total of DEM 5,000.00.

§ 22 Costs Related to Change in Legal Form

The cost of changing the Company's legal form – taxes; notaries' fees and court costs; the fees of the auditor of the opening balance sheet as well as of the legal and tax advisers; costs of publication and of printing the share certificates – shall be borne by the Company up to an amount of EUR 27,000.00.