

PVA  TePla

**Articles of
Association
of
PVA TePla AG**

I. General provisions

§ 1

Company name, registered office, and fiscal year

- (1) The company operates under the name PVA TePla AG.
- (2) The registered office of the company is 35435 Wetttenberg.
- (3) The fiscal year is the calendar year.

§ 2

Purpose of the company

- (1) The object of the company is
 - a) the development, manufacture, and distribution of processes, products, systems, and services in the fields of materials technology, plasma and ion beam technology, measurement and inspection technology for finely structured objects, and vacuum technology, and
 - b) the acquisition, holding, management, and disposal of interests in corresponding companies.
- (2) The company is entitled to conduct all business that is directly or indirectly conducive to the purpose of the company. It may acquire and sell similar or related companies in Germany and abroad, acquire direct or indirect interests in such companies, take over the management and representation of other companies, establish other companies, and set up branches in Germany and abroad.

§ 3
Announcements

The company's announcements shall be published in the electronic Federal Gazette, unless otherwise required by law.

II. Share capital and shares

§
Share capital

(1) The share capital of the company amounts to EUR 21,749,988.00 and is divided into 21,749,988 no-par value shares.

(2) The shares are bearer shares.

(3) Shareholders have no right to have their shares certificated.

(4) When new shares are issued, profit sharing may be regulated differently from § 6 AktG.

(5) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of PVA TePla AG until June 22, 2027, by issuing, on one or more occasions, a total of up to 5,437,497 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) new no-par value bearer shares against cash and/or non-cash contributions by a total of up to EUR 5,437,497 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven euros) (authorized capital 2022/I).

The authorization may be exercised in installments. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the terms and conditions of the share issue.

The Management Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights in the event of capital increases against contributions in kind.

In the event of capital increases against cash contributions, shareholders shall generally be granted subscription rights to the new shares. The new shares shall then be acquired by at least one company within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription.

The Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the event of capital increases against cash contributions

aa) in order to utilize any fractions,

bb) to the extent necessary to prevent dilution, to grant holders of conversion or option rights issued or to be issued by PVA TePla AG or by companies in which PVA TePla AG holds, directly or indirectly, 100% of the shares a subscription right to new shares to the extent to which they would be entitled after exercising the conversion or option rights or after fulfilling conversion obligations,

cc) if the new shares are issued pursuant to Section 186 (3) sentence 4 AktG against cash contributions at an issue price that does not significantly undercut the stock exchange price of the shares already listed on the stock exchange and the proportionate amount of the shares issued pursuant to Section 186 (3) sentence 4 AktG, excluding subscription rights, to the share capital does not exceed 10% of the share capital at the time of entry of this authorization in the commercial register or, if this amount is lower, at the time of exercise of the authorization. The following shall be offset against the 10% limit of the share capital:

(1) Shares issued or to be issued by PVA TePla AG or by companies in which PVA TePla AG holds directly or indirectly 100% of the shares to service bonds with conversion or option rights or conversion obligations, if and to the extent that the bonds are issued during the term of this authorization in accordance with section 186 (3) sentence 4 AktG, excluding subscription rights, and

(2) treasury shares that are sold during the term of this authorization in accordance with Section 186 (3) sentence 4 AktG, excluding shareholders' subscription rights.

The Supervisory Board is authorized to amend the Articles of Association accordingly after each utilization of Authorized Capital 2022/I or upon expiry of the period for

utilization of Authorized Capital 2022/I.

(6) The share capital of PVA TePla AG may be increased by up to EUR 5,437,497.00 (in words: EUR five million four hundred and thirty-seven thousand four hundred and ninety-seven) by issuing up to 5,437,497 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) new no-par value bearer shares (Conditional Capital 2022/I). The Contingent Capital 2022/I shall be used exclusively for the granting of new shares to the holders of conversion or option rights issued pursuant to the authorization resolution of the Annual General Meeting of June 23, 2022, under agenda item 8 lit. a) by PVA TePla AG or by companies in which PVA TePla AG holds, directly or indirectly, 100% of the shares.

The shares will be issued at the conversion or option price to be determined in accordance with the above resolution. The conditional capital increase will only be carried out if the holders of the conversion or option rights exercise their conversion or option rights or fulfill conversion or option obligations arising from such bonds. The shares shall participate in profits from the beginning of the previous fiscal year, provided they are created before the beginning of the ordinary Annual General Meeting of PVA TePla AG, otherwise from the beginning of the fiscal year in which they are created.

III. Constitution and administration of the company

§ 5 **Organs**

The organs of the company are

- a) The Management Board,
- b) the Supervisory Board,
- c) the General Meeting.

IV. The Executive Board

§ 6

Composition of the Executive Board

(1) The Management Board shall consist of at least two persons.

(2) The appointment of the members of the Executive Board, the revocation of their appointment, and the conclusion, amendment, and termination of service contracts with the members of the Executive Board shall be carried out by the Supervisory Board. The same applies to the appointment of a member of the Executive Board as Chairman or Spokesman of the Executive Board.

§ 7

Rules of procedure and decision-making of the Executive Board

(1) The Executive Board shall issue rules of procedure governing internal cooperation within the Executive Board, in particular the distribution of duties, which shall be submitted to the Supervisory Board for approval.

(2) Resolutions of the Executive Board shall be passed by a majority of votes. If the Executive Board consists of more than two persons, the Chairman of the Executive Board or the Spokesman of the Executive Board shall have the casting vote in the event of a tie.

§ 8

Legal representation of the company

(1) The company is legally represented by two members of the Executive Board or by one member of the Executive Board together with a person authorized to represent the company.

(2) The Supervisory Board may release one or more members of the Management Board from the restrictions on multiple representation pursuant to Section 181 of

the German Civil Code (BGB). Section 112 of the German Stock Corporation Act (AktG) remains unaffected.

§ 9

Reports to the Supervisory Board

The Management Board's reporting obligations to the Supervisory Board and its members are governed by the applicable statutory provisions. Subsidiaries and joint ventures within the meaning of the German Commercial Code are treated as equivalent to the company with regard to reporting obligations.

§ 10

Restrictions on the management authority of the Management Board

(1) The Management Board is obliged to the Company to comply with the restrictions on its management authority imposed by the Articles of Association, the Supervisory Board, the Annual General Meeting, the service contract, and the rules of procedure of the Management Board and the Supervisory Board, insofar as this is legally permissible.

(2) The Management Board requires the approval of the Supervisory Board for the measures listed in the currently valid rules of procedure of the Management Board.

The Supervisory Board

§ 11

Composition of the Supervisory Board

(1) The Supervisory Board consists of four members elected by the Annual General Meeting.

(2) Unless the Annual General Meeting decides on a shorter term for some or all of the members to be elected by it, the members of the Supervisory Board shall be

appointed until the end of the Annual General Meeting that decides on the discharge for the fourth fiscal year after the beginning of their term of office. The fiscal year in which the term of office begins shall not be included.

(3) Substitute members may be elected for members of the Supervisory Board to replace members who leave office prematurely in the order determined at the time of election, unless a new member of the Supervisory Board is elected by the Annual Shareholders' Meeting before the resignation takes effect.

(4) If a member of the Supervisory Board is elected to replace a retiring member, his or her term of office shall be for the remainder of the term of office of the retiring member. If a substitute member replaces the retiring member, his or her term of office shall expire at the end of the next Annual General Meeting at which a new member of the Supervisory Board is elected, but no later than the end of the term of office of the retiring member of the Supervisory Board.

(5) The members and substitute members of the Supervisory Board may resign from office by giving written notice to the Chairman of the Supervisory Board or the Management Board, subject to four weeks' notice. The option to resign for good cause without observing this notice period shall remain unaffected, provided that it is not taken at an inopportune time.

§ 12

The Chairman of the Supervisory Board and his deputy

(1) The Supervisory Board shall elect a chairperson and a deputy chairperson from among its members for the term of office specified in § 11 (2) of these Articles of Association. The election shall take place following the Annual General Meeting at which the members of the Supervisory Board to be elected by the Annual General Meeting have been appointed, at a meeting that does not require special convocation. If the Chairman or his deputy resigns from office before the end of his term of office, the Supervisory Board shall elect a new member for the remainder of the term of office of the member who has resigned.

(2) Insofar as the chairperson has powers under the law and the Articles of Association, these shall be exercised by his or her deputy in the event of his or her incapacity.

(3) The chairperson may resign from office before the end of his or her term of office

without giving reasons by means of a written declaration addressed to the Management Board. The same applies to his or her deputy.

§ 13

Rules

The Supervisory Board shall adopt rules of procedure governing, in particular, the modalities of convening meetings, passing resolutions, and taking minutes, and may call upon the assistance of experts in the performance of its duties. The Supervisory Board may invite experts and persons to provide information to its meetings.

§ 14

Remuneration of the Supervisory Board

(1) The members of the Supervisory Board shall receive a fixed remuneration payable at the end of each quarter. The Chairman of the Supervisory Board shall receive EUR 100,000 per year and each of his deputies shall receive EUR 60,000 per year. All other members of the Supervisory Board shall receive EUR 40,000 per year. The chairperson of a Supervisory Board committee shall receive an additional EUR 20,000 per year. Supervisory Board members shall receive an additional EUR 10,000 per year for membership of a Supervisory Board committee. If a member of the Supervisory Board is the chairperson and/or a member of several Supervisory Board committees, additional remuneration in accordance with the above provisions shall be paid no more than twice, namely for the two committees on which the member in question receives the highest remuneration.

The increase is thus limited to EUR 40,000 if the Supervisory Board member is chair of at least two committees, to EUR 30,000 if the Supervisory Board member is chair of one committee and a member of at least one other committee, and to EUR 20,000 if the Supervisory Board member is a member of at least two committees but is not the chair of any committee. In the event of changes to the Supervisory Board or its committees during the year, remuneration shall be paid pro rata and rounded up to the nearest full month.

(2) The company shall reimburse each member of the Supervisory Board for any necessary and reasonable expenses, including any value-added tax incurred on such expenses.

(3) The company shall additionally reimburse the members of the Supervisory Board for any value added tax payable on their remuneration.

(4) For the members of the Supervisory Board, a financial loss liability insurance (D&O) policy shall be taken out on market terms and at reasonable conditions, or they shall be included in a corresponding group insurance policy for members of executive bodies; the resulting costs, including any income tax thereon, shall be borne by the company.

(5) The preceding paragraphs 1 to 5 shall apply with effect from January 1, 2025.

The Annual General Meeting

§ 15

Convening of the Annual General Meeting

(1) The Annual General Meeting shall take place at the registered office of the company or in a German municipality with more than 50,000 inhabitants.

(2) The Annual General Meeting shall be convened by the Management Board or, in the cases prescribed by law, by the Supervisory Board.

(3) The Annual General Meeting shall be convened at least thirty days before the date of the meeting. The day of the convocation shall not be included in this period. This convocation period shall be extended by the number of days of the registration period pursuant to § 16 (1).

(4) In the case of deadlines and dates calculated back from the date of the meeting, the date of the meeting shall not be included in the calculation. A postponement from a Sunday, Saturday, or public holiday to a preceding or following working day is not possible. Sections 187 to 193 of the German Civil Code (BGB) shall not apply mutatis mutandis.

(5) With the approval of the Supervisory Board, the Management Board is authorized for a period of two years from the entry in the company's commercial register of the amendment to the Articles of Association resolved by the Annual Meeting on June 24, 2025, to revise this paragraph (5) to provide that the Annual Meeting may be held without the physical presence of shareholders or their proxies at the location of the Annual Meeting (virtual Annual General Meeting).

§ 16

Participation of shareholders

Participation in the Annual General Meeting or the exercise of voting rights is subject to shareholders registering in advance of the meeting and providing proof of their shareholding. Proof of shareholding must be provided in writing (Section 126b of the German Civil Code (BGB)) in German or English by the ultimate intermediary, whereby proof of shareholding in accordance with Section 67c (3) of the German Stock Corporation Act (AktG) is sufficient. The proof must refer to the close of business on the 22nd day prior to the meeting. Registration and proof must be received by the company at the address specified in the notice of the meeting at least six days prior to the meeting. Registration must be made in writing in German or English. The day of receipt is not included in this period.

§ 17

Participation of the Management Board and Supervisory Board

(1) The members of the Management Board and the Supervisory Board shall attend the Annual General Meeting.

(2) Members of the Supervisory Board who are not chairpersons of the meeting may, in consultation with the chairperson of the meeting, participate in the Annual General Meeting by means of audio and video transmission in cases where, due to legal restrictions, their residence abroad or an unreasonable travel time, their physical presence at the venue of the Annual General Meeting would not be

possible or would only be possible with considerable effort, as well as in cases of a virtual Annual General Meeting.

§ 18

Broadcasting of the Annual General Meeting

(1) The Executive Board is authorized to permit the partial or complete transmission of the meeting in image or sound.

(2) If the General Meeting is broadcast in accordance with paragraph 1, this shall be announced in the agenda for the General Meeting.

§ 19

Voting

(1) Each no-par value share grants one vote.

(2) Voting rights may be exercised by a proxy. The granting of proxy, its revocation, and proof of proxy to the company must be in writing. The notice convening the Annual General Meeting may specify a simpler procedure. Section 135 of the German Stock Corporation Act (AktG) remains unaffected.

(3) In the notice convening the Annual General Meeting, the company shall appoint a named proxy, together with their contact details before and during the Annual General Meeting, who shall exercise the voting rights of all shareholders at the Annual General Meeting at their request and in accordance with their instructions. Paragraph 2 shall apply mutatis mutandis to the authorisation of the proxy and the issuing of instructions. The Management Board shall specify the details of the instructions in the notice convening the Annual General Meeting. The possibility of authorizing other persons remains unaffected by this.

(4) If a shareholder authorizes more than one person, the company may reject one or more of them.

§ 20

Chairmanship of the Annual General Meeting

(1) The Annual General Meeting shall be chaired by the Chairman of the Supervisory Board or another member of the Supervisory Board representing the shareholders to be determined by him.

If the member of the Supervisory Board designated to chair the meeting is unable to attend, the members of the Supervisory Board representing the shareholders who are present at the Annual General Meeting shall elect the chair of the meeting.

(2) The chairperson shall conduct the proceedings and determine the order of the items to be discussed and the type and form of voting.

(3) The chair of the meeting may limit the time allowed for shareholders to ask questions and speak. He or she is also entitled, at the beginning or during the Annual General Meeting, to set a reasonable time limit for the conduct of the Annual General Meeting and for the discussion of individual agenda items, as well as for individual questions and comments. The rights of the chairperson to restrict the shareholders' right to ask questions as provided for in this paragraph (3) also include the right to ask follow-up questions and questions on new matters in virtual general meetings.

§ 21

Resolutions of the Annual General Meeting

(1) Resolutions of the Annual General Meeting require a simple majority of the votes cast, unless the law prescribes otherwise. In cases where the law requires a majority of the share capital represented at the time of the resolution, a simple majority of the share capital represented is sufficient, unless a larger majority is required by law.

(2) In the event of a tie, a motion shall be deemed rejected.

(3) If a simple majority of votes is not achieved in the first ballot, a runoff election shall be held between the two persons who received the highest number of votes. If the number of votes is equal in the second ballot, the decision shall be made by lot.

V. Annual financial statements and appropriation of net income

§ 22

Annual financial statements and discharge of the members of the executive bodies

(1) Within the first three months of the fiscal year, the Management Board shall prepare the annual financial statements and the management report as well as the consolidated financial statements and the group management report for the past fiscal year and submit them to the Supervisory Board and the auditor appointed by the Supervisory Board for audit. At the same time, it shall submit its proposal for the appropriation of net income to the Supervisory Board.

(2) The Supervisory Board shall report to the Annual General Meeting on the results of its review of the documents pursuant to

(3) Upon receipt of the report of the Supervisory Board, the Management Board shall immediately convene the Annual General Meeting, which shall take place within the first eight months of a fiscal year.

(3) Upon receipt of the Supervisory Board's report, the Management Board shall immediately convene the Annual General Meeting, which must take place within the first eight months of a fiscal year. This meeting shall decide on the discharge of the Management Board and the Supervisory Board, the election of the auditor, the appropriation of net income and, in the cases provided for by law, the adoption of the annual financial statements and the approval of the consolidated financial statements.

(4) The Executive Board and Supervisory Board are authorized, when approving the annual financial statements, to transfer the net income for the year, after deduction of the amounts to be transferred to the statutory reserves and any loss carryforwards, in whole or in part to other reserves. The transfer of a larger portion

than half of the net income for the year is not permitted if the other revenue reserves would exceed half of the share capital after the transfer.

§ 23

Appropriation of net income

The Annual General Meeting shall resolve on the appropriation of the net profit for the year as shown in the approved annual financial statements in accordance with Section 58 (4) of the German Stock Corporation Act (AktG).

VI. Final provisions

§ 24

Amendments to the Articles of Association by the Supervisory Board

The Supervisory Board is authorized to resolve amendments to the Articles of Association that only affect the wording.

Section

Conversion costs

The company shall bear the costs associated with the conversion up to an amount of DM 100,000.