



**Articles of  
Association  
of the  
PVA TePla AG**

## **I. General provisions**

### **§ 1**

#### **Company, registered office and financial year**

- (1) The name of the company is PVA TePla AG.
- (2) The registered office of the company is 35435 Wettenberg.
- (3) The financial year is the calendar year.

### **§ 2**

#### **Object of the company**

- (1) The object of the Company is
  - a) the development, manufacture and sale of processes, products, systems and services in materials technology, plasma and ion beam technology, measurement and inspection technology for finely structured objects and vacuum technology and
  - b) the acquisition, holding, administration, management and sale of investments in corresponding companies.
- (2) The company is authorized to engage in all transactions that directly or indirectly serve the purpose of the company. It may acquire and dispose of similar 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 are published in the electronic Federal Gazette, unless otherwise required by law.

**II Share capital and shares**

**§ 4**  
**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 are not entitled to securitization of their shares.

(4) When new shares are issued, profit participation may be regulated in deviation from Section 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 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) (Authorized Capital 2022/I).

The authorization can be used in partial amounts. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the 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 case of capital increases against cash contributions, shareholders must generally be granted subscription rights to the new shares. The new shares should then be taken over 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) to utilize any peaks,

bb) to the extent necessary to protect against dilution in order 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 directly or indirectly holds a 100% interest 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 in accordance with Section 186 para. 3 sentence 4 AktG against cash contributions at an issue price that is not significantly lower than the stock market price of the shares already listed and the proportionate amount of the share capital represented by the shares issued in accordance with Section 186 para. 3 sentence 4 AktG excluding subscription rights does not exceed 10% of the share capital at the time this authorization is entered in the commercial register or - if this amount is lower - at the respective time the authorization is exercised. The limit of 10% of the share capital must be taken into account:

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

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

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

of the period for the utilization of the Authorized Capital 2022/I.

(6) The share capital of PVA TePla AG is conditionally 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 Conditional Capital 2022/I serves exclusively to grant new shares to the holders of conversion or option rights issued by PVA TePla AG or by companies in which PVA TePla AG directly or indirectly holds a 100% interest in accordance with the authorization resolution of the Annual General Meeting of June 23, 2022 under agenda item 8 lit. a).

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

### **III Constitution and administration of the company**

#### **§ 5** **Organs**

The governing bodies of the company are

- a) The Management Board,
- b) the Supervisory Board,
- c) the Annual 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 members of the Management Board, the revocation of their appointment and the conclusion, amendment and termination of employment contracts with members of the Management Board shall be carried out by the Supervisory Board. The same applies to the appointment of a member of the Management Board as Chairman or Spokesman of the Management Board.

#### **§ 7** **Rules of procedure and resolutions of the Executive Board**

(1) The Management Board shall issue rules of procedure to regulate cooperation within the Management Board, in particular the distribution of business, which shall be submitted to the Supervisory Board for approval.

(2) The resolutions of the Board of Directors are passed by majority vote. If the Management Board consists of more than two persons, the Chairman of the

Management Board or the Spokesman of the Management 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 Management Board or by one member of the Management Board together with an authorized signatory.

(2) The Supervisory Board may exempt one or more members of the Management Board from the restrictions on multiple representation pursuant to Section 181 BGB. § Section 112 AktG remains unaffected.

## **§ 9**

### **Reports to the Supervisory Board**

The obligation of the Management Board to report to the Supervisory Board and its members is based on the applicable statutory provisions. Subsidiaries and joint ventures within the meaning of the German Commercial Code are treated equally with regard to the company's reporting obligations.

## **§ 10**

### **Restrictions on the management authority of the Management Board**

(1) The Management Board is obliged towards the company to comply with the restrictions 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 on its management authority, insofar as this is permitted by law.

(2) The Management Board requires the approval of the Supervisory Board for the measures listed in the respective 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 who are elected by the Annual General Meeting.

(2) Unless the Annual General Meeting resolves a shorter period for individual or all of the members to be elected by it, the Supervisory Board members shall be appointed until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office. The financial year in which the term of office begins is not counted.

(3) Substitute members may be elected to replace Supervisory Board members who resign prematurely in a sequence determined at the time of election, unless a new Supervisory Board member is elected by the Annual General Meeting before the resignation takes effect.

(4) If a Supervisory Board member is elected to replace a retiring member, his or her office shall continue for the remainder of the term of office of the retiring member. If a substitute member takes the place of the departing member, his office shall expire at the end of the next Annual General Meeting at which a new Supervisory Board member is elected, but at the latest at the end of the term of office of the departing Supervisory Board member.

(5) The members and substitute members of the Supervisory Board may resign from office by giving four weeks' notice in writing to the Chairman of the Supervisory Board or to the Management Board. The

The possibility of resignation for good cause without observing this deadline remains unaffected, provided it is not untimely.

### **§ 12**

#### **The Chairman of the Supervisory Board and his deputy**

(1) The Supervisory Board shall elect a Chairman and a Deputy Chairman from



among its members for the term of office specified in Section 11 (2) of these Articles of Association. The election shall take place following the Annual General Meeting in which the Supervisory Board members to be elected by the Annual General Meeting have been appointed, in a meeting held without special notice. If the Chairman or his deputy leaves office before the end of the term of office, the Supervisory Board must hold a new election for the remaining term of office of the departing member.

(2) Insofar as the Chairman is entitled to powers under the law and the Articles of Association, these shall be exercised by his deputy if he is prevented from doing so.

(3) The Chairman may resign as Chairman before the end of his term of office without giving reasons by means of a written declaration addressed to the Board of Directors. The same applies to his deputy.

### **§ 13**

#### **Rules of procedure**

The Supervisory Board draws up its own rules of procedure, which in particular regulate the procedures for convening meetings, passing resolutions and taking minutes, and may call on the support of experts in the performance of its duties. The Supervisory Board may invite experts and persons providing information to its meetings.

### **§ 14**

#### **Remuneration of the Supervisory Board**

(1) The members of the Supervisory Board shall receive a fixed remuneration payable after the end of the financial year. The Chairman of the Supervisory Board receives EUR 70,000 per year and each of his deputies EUR 40,000 per year. All other members of the Supervisory Board receive EUR 25,000 per year. The Chairman of a Supervisory Board committee receives an additional EUR 10,000 per year.

A Supervisory Board member receives an additional EUR 5,000 per year for membership of a Supervisory Board committee. If a member of the Supervisory

Board is Chairman and/or a member of several Supervisory Board committees, the additional remuneration is only paid once, namely for the committee for which he/she receives the highest remuneration, so that the increase is limited to EUR 10,000 if the Supervisory Board member is Chairman of at least one committee and to EUR 5,000 if the Supervisory Board member is a member of at least one committee but not the Chairman of a committee. In the event of changes to the Supervisory Board or its committees during the year, the remuneration is paid pro rata temporis and rounded up to full months.

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

(3) Directors' and officers' liability insurance (D&O insurance) shall be taken out for the members of the Supervisory Board at reasonable terms and conditions in line with the market; the company shall bear the resulting premium costs, including any income tax payable thereon.

## **The Annual General Meeting**

### **§ 15**

#### **Convening of the Annual General Meeting**

(1) The Annual General Meeting shall be held at the company's registered office 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 on which the meeting is convened shall not be counted. This convocation period shall be extended by the days of the registration period pursuant to § 16 (1).

(4) In the case of deadlines and dates that are calculated back from the meeting, the day of the meeting shall not be included. A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day shall not be considered. Sections 187 to 193 of the German Civil Code shall not apply accordingly.

(5) The Management Board is authorized for a period of two years from the entry of the amendment to the Articles of Association resolved by the Annual General Meeting on 28 June 2023 to revise this paragraph (5) in the company's commercial register to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting).

## **§ 16**

### **Participation of shareholders**

Participation in the Annual General Meeting or the exercise of voting rights is dependent on shareholders registering prior to the meeting and providing evidence of their shareholding. Proof of share ownership must be provided in text form (Section 126b BGB) in German or English by the last intermediary, whereby proof of share ownership in accordance with Section 67c (3) AktG is sufficient. The proof must relate to the close of business on the 22nd day before the meeting. Registration and proof must be received by the company at the address stated for this purpose in the invitation at least six days before the meeting. The registration must be made in text form in German or English. The day of receipt shall not be counted.

## **§ 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) Supervisory Board members who do not chair the meeting shall be permitted, in consultation with the chair of the meeting, to participate in the Annual General Meeting by means of video and audio transmission in cases in which their physical presence at the venue of the Annual General Meeting would be impossible or only possible with considerable effort due to legal restrictions, their stay abroad or due to an unreasonable travel time, as well as in cases of a virtual Annual General Meeting.

## **§ 18**

### **Transmission of the Annual General Meeting**

(1) The Executive Board is authorized to permit the partial or complete transmission of the meeting by video or audio.

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

## **§ 19**

### **Voting rights**

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

(2) Voting rights may be exercised by a proxy. The granting of a proxy, its revocation and proof of authorization to the company must be in text form. The convening of the Annual General Meeting may stipulate a simplification. § Section 135 of the German Stock Corporation Act remains unaffected.

(3) In the notice convening the Annual General Meeting, the company shall appoint a named proxy, including the proxy's availability before and during the Annual General Meeting, who shall exercise the voting rights for all shareholders at the Annual General Meeting at their request and in accordance with their instructions. Paragraph 2 applies accordingly to the authorization of the proxy and the issuing of instructions. The Board of Directors determines the details of issuing 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**

### **Chair of the Annual General Meeting**

(1) The Annual General Meeting shall be chaired by the Chairman of the Supervisory Board or another Supervisory Board member of the shareholder representatives to be appointed by him.

If the Supervisory Board member appointed to chair the meeting is unable to attend, the Supervisory Board members of the shareholder representatives present at the Annual General Meeting elect the chairman of the meeting.

(2) The Chairman shall chair the meeting and determine the order of the items to be discussed as well as the type and form of voting.

(3) The chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak.

At the beginning or during the course of the Annual General Meeting, he is also entitled to set a reasonable time frame for the course of the Annual General Meeting and for the discussion of the individual agenda items as well as for the individual questions and speeches. The rights of the chairman of the meeting to restrict the shareholders' right to ask questions provided for in this paragraph (3) also include the right to ask questions and the right to ask questions on new matters at virtual Annual General Meetings.

## **§ 21**

### **Resolution of the Annual General Meeting**

(1) The resolutions of the Annual General Meeting require a simple majority of the votes cast, unless otherwise prescribed by law. In cases where the law requires a majority of the share capital represented when passing a resolution, a simple majority of the share capital represented shall suffice, unless a larger majority is prescribed 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 run-off vote shall be held between the two persons who received the highest number of votes. In the event of an equal number of votes in the second ballot, the decision is made by drawing lots.

## **V. Annual financial statements and appropriation of retained earnings**

### **§ 22**

#### **Annual financial statements and discharge of the board members**

(1) In the first three months of the financial 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 previous financial year and submit them to the Supervisory Board and the auditor appointed by the Supervisory Board for review. At the same time, it must submit its proposal for the appropriation of the balance sheet profit to the Supervisory Board.

(2) The Supervisory Board shall report to the Annual General Meeting on the results of its review of the documents in accordance with para. 1 and on the results of its review of the auditor's report submitted to it on its audit of the annual financial statements and the consolidated financial statements to the extent required by law.

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

financial statements.

(4) When adopting the annual financial statements, the Management Board and Supervisory Board are authorized to allocate part or all of the net profit for the year remaining after deduction of the amounts to be allocated to the legal reserve and any loss carried forward to other reserves. The allocation of more than half of the net profit for the year is not permitted if the other revenue reserves would exceed half of the share capital after the allocation.

### **§ 23**

#### **Appropriation of retained earnings**

In accordance with Section 58 (4) AktG, the Annual General Meeting resolves on the appropriation of the balance sheet profit resulting from the adopted annual financial statements, taking into account the amount to which the Supervisory Board is entitled in accordance with Section 14.  
share of retained earnings.

## **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.

### **§ 25**

#### **Conversion costs**

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