



**Statutes  
of the  
PVA TePla AG**

## **I. General provisions**

### **§ 1**

#### **Company name, 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 shall be the calendar year.

### **§ 2**

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

- (1) The object of the Company is
  - (a) the development, manufacture and distribution of processes, products, systems and services in materials technology, plasma and ion beam technology, measurement and inspection technology for fine-structured objects and vacuum technology; and
  - (b) the acquisition, holding, management, control and disposal of holdings in relevant undertakings.
- (2) The Company is entitled to engage in all transactions that are suitable to directly or indirectly serve the purpose of the Company. It may acquire and sell companies of the same or similar type in Germany and abroad, directly or indirectly participate in such companies, assume the management and representation of other companies, establish other companies and set up branches in Germany and abroad.

**§ 3**  
**Announcements**

The Company's notices shall be published in the electronic Federal Gazette (elektronischer Bundesanzeiger), unless the law mandatorily provides otherwise.

**II. Share capital and shares**

**§ 4**  
**Share capital**

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

(2) The shares shall be made out to the bearer.

(3) Shareholders shall have no claim to the securitisation of their shares.

(4) When new shares are issued, profit participation may be regulated in deviation from § 6 AktG.

(5) The Executive Board is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company on one or more occasions on or before June 20, 2022 by up to a total of EUR 10,874,994.00 by issuing up to EUR 10,874,994 new no-par value bearer shares in exchange for cash contributions and/or contributions in kind. The Management Board is also authorised, with the approval of the Supervisory Board, to exclude the subscription right of the shareholders

- for fractional amounts;

- in order to issue the new shares against contributions in kind in connection with business combinations and the acquisition of companies or parts of companies or equity interests in companies;

- in the case of capital increases against cash contributions, if the shares are issued at an issue price that is not significantly lower than the stock market price of the shares of the same class and features already listed and the exclusion of subscription rights

only covers new shares whose arithmetical share in the Company's share capital does not exceed 10% of the share capital existing at the time this authorization becomes effective by virtue of its entry in the commercial register, i.e. a total of EUR 2,174,998.80. For the question of the utilisation of this 10% limit, the exclusion of subscription rights on the basis of other authorisations in accordance with section 186 (3) sentence 4 AktG must be taken into account.

The Executive Board is authorized, subject to the consent of the Supervisory Board, to determine the further content of the share rights and the terms and conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after the full or partial implementation of the capital stock increase from the Authorized Capital or after the expiration of the authorization period.

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

#### **§ 5 Organs**

The corporate bodies of the Company are

- (a) The Board of Directors,
- (b) the Supervisory Board,
- (c) the general meeting.

## **IV. The Board of Directors**

### **§ 6**

#### **Composition of the Management Board**

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

(2) The appointment of the members of the Management Board, the revocation of their appointment as well as the conclusion, amendment and termination of service contracts with the members of the Management Board shall be made 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 Management Board**

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

(2) The resolutions of the Executive Board shall be adopted by a majority of votes. In the event of a tie, the Chairman of the Board of Management shall have the casting vote, insofar as this is legally permissible.

### **§ 8**

#### **Legal representation of the company**

(1) The Company shall be legally represented by two members of the Management Board or by one member of the Management Board together with an authorised signatory (Prokurist).

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

### **§ 9**

## **Reports to the Supervisory Board**

The Executive Board's reporting obligations to the Supervisory Board and its members are 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 agreement and the rules of procedure of the Management Board and the Supervisory Board on the management authority, to the extent permitted by law.

(2) The Management Board shall require 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 shall consist of three (3) members elected by the General Meeting.

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

(3) Substitute members may be elected for members of the Supervisory Board to

replace prematurely retiring members of the Supervisory Board in an order determined at the time of the election, unless a new member of the Supervisory Board is elected by the General Meeting before the retirement takes effect.

(4) If a Supervisory Board member is elected to replace a retiring member, his 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 General Meeting at which a new Supervisory Board member is elected, but no later than 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 possibility of resignation for good cause without observing this notice period shall remain unaffected, provided that 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 Article 11 (2) of these Articles of Association. The election shall take place following the Annual General Meeting at 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 retires from office before the end of the term of office, the Supervisory Board shall hold a new election for the remaining term of office of the retiring member.

(2) Insofar as the Chairman has powers under the law and the Articles of Association, these shall be exercised by his Deputy if he is prevented from doing so and by the third member of the Supervisory Board if he is also prevented from doing so.

(3) The Chairperson may resign from the Chair prior to the expiry of his or her term of office without stating reasons by means of a written declaration addressed to the Executive Board. The same applies to his deputy.

## **§ 13**

### **Rules of Procedure**

The Supervisory Board shall adopt its own rules of procedure, which shall in particular regulate the modalities of convening meetings, passing resolutions and taking minutes, and may avail itself of the support of expert persons in the performance of its duties. The Supervisory Board may call in 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 shall receive EUR 70,000 per annum and each of his deputies EUR 40,000 per annum. All other members of the Supervisory Board shall receive EUR 25,000 per annum. The Chairman of a committee of the Supervisory Board shall additionally receive EUR 10,000 per annum. For a membership in a committee of the Supervisory Board, a member of the Supervisory Board shall additionally receive EUR 5,000 per annum. If a member of the Supervisory Board is chairman and/or member of more than one committee of the Supervisory Board, the additional remuneration is paid only once, namely for the committee for which he receives the highest remuneration, so that the amount of the increase is limited to EUR 10,000 if the member of the Supervisory Board is chairman of at least one committee and to EUR 5,000 if the member of the Supervisory Board is a member of at least one committee but not 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, rounded up to full months.

(2) The Company shall reimburse the members of the Supervisory Board, in addition, any value added tax payable on their remuneration.

(3) A pecuniary loss liability insurance policy (D&O insurance) shall be taken out for the members of the Supervisory Board at reasonable conditions in line with the

market; the Company shall bear the resulting premium charges, 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 registered office of the Company or in a German municipality with a population of more than 50,000.

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

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

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

(5) To the extent legally permissible, the Executive Board is authorized, subject to the consent of the Supervisory Board, to decide that a shareholders' meeting may be held as a virtual shareholders' meeting, even without the physical presence of the shareholders and their proxies, in compliance with the statutory requirements.

### **§ 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 proof of their shareholding. Proof of share ownership must be provided in text form (Section 126b of the German Civil Code) in German or English by the ultimate intermediary,

whereby proof of share ownership in accordance with Section 67c (3) of the German Stock Corporation Act (AktG) is sufficient. The proof must refer to the beginning of the 21st day prior to the meeting. Registration and proof must be received by the Company at the address specified for this purpose in the notice convening the meeting at least six days before the meeting. The registration must be 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 General Meeting.

(2) The participation of members of the Supervisory Board in the General Meeting may be effected by means of video and audio transmission if a member of the Supervisory Board is prevented from attending the General Meeting on the day of the General Meeting due to the performance of his own official duties.

The decision as to the manner in which video and audio transmission is to take place shall be made by the Board of Directors.

## **§ 18**

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

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

(2) If a transfer of the Annual General Meeting takes place in accordance with para. 1, this shall be announced together with the agenda for the Annual General Meeting.

## **§ 19**

### **Voting rights**

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

(2) The voting right may be exercised by a proxy. The granting of the proxy, its revocation and the proof of the authorization vis-à-vis the Company must be in text form. A facilitation may be stipulated in the notice convening the General Meeting. 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 his availability before and during the Annual General Meeting, who will exercise the voting rights for all shareholders at their request and in accordance with their instructions. Paragraph 2 applies accordingly to the authorization of the proxy and to the issuing of instructions. The details of the issuance of instructions shall be determined by the Executive Board in the notice convening the Annual General Meeting. The possibility of authorizing other persons remains unaffected.

(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 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.

In the event that the Supervisory Board member designated to chair the meeting is unable to do so, the Supervisory Board members representing the shareholders who are present at the Annual General Meeting shall elect the chairman of the meeting.

(2) The Chairman shall chair the proceedings and determine the order of the items on the agenda 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. He is also entitled, at the beginning or in the course of the General Meeting, to determine the appropriate time frame for the course of the General Meeting and for the discussion of the individual agenda items as well as for the individual question and speech contribution.

## **§ 21**

### **Adoption of resolutions by the general meeting**

(1) The resolutions of the General Meeting shall require a simple majority of the votes cast, unless the law mandatorily requires otherwise. In cases where the law requires a majority of the share capital represented when the resolution is adopted, 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 election 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 shall be made by drawing lots.

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

### **§ 22**

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

(1) Within 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 past financial year and submit them to the Supervisory Board and to the auditor appointed by the Supervisory Board for examination. At the same time, it shall submit to the Supervisory Board its proposal for the appropriation of the balance sheet

profit.

(2) The Supervisory Board shall report on the results of its examination of the documents pursuant to paragraph 1 and on the results of its examination of the auditor's report submitted to it on its audit of the annual financial statements and the consolidated financial statements to the General Meeting to the extent required by law.

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

(4) When adopting the annual financial statements, the Executive Board and the Supervisory Board are authorized to transfer to other reserves, in whole or in part, the net income for the year remaining after deduction of the amounts to be transferred to the legal reserve and any loss carryforward. The transfer of more 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 retained earnings**

In accordance with § 58 (4) of the German Stock Corporation Act (AktG), the Annual General Meeting shall resolve on the appropriation of the net retained profits resulting from the approved annual financial statements, taking into account the share of the net retained profits to which the Supervisory Board is entitled pursuant to § 14.

## **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 affect only the wording.

### **§ 25**

#### **Conversion costs**

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