

PVA  TePla

**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

The 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, administration, management and disposal of equity interests in corresponding companies.
- (2) The Company shall be 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 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 shall be made out to the bearer.

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

(4) In the event of the issue of new shares, the profit participation may be regulated in deviation from Section 6 AktG.

(5) The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital of PVA TePla AG until June 22, 2027 by 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 contributions and/or contributions in kind 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 may be exercised 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 Executive 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 shall generally be granted subscription rights to the new shares. The new shares shall then be taken up 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 Executive 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 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 subscription rights to new shares to the extent to which they would be entitled after exercising the conversion or option rights or after fulfillment of conversion obligations,

cc) if the new shares are issued in accordance with Sec. 186 (3) Sentence 4 AktG against cash contributions at an issue price which is not significantly lower than the stock market price of the shares already listed and the proportionate amount of the capital stock represented by the shares issued in accordance with Sec. 186 (3) Sentence 4 AktG with exclusion of subscription rights does not exceed 10% of the capital stock at the time of entry of this authorization in the Commercial Register or - if this amount is lower - at the respective time of exercise of the authorization. The following shall be counted towards the limit of 10% of the capital stock:

(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, insofar as and to the extent that the bonds are issued during the term of this authorization in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) with exclusion of subscription rights, and

(2) treasury shares sold during the term of this authorization by analogous application of Section 186 (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 Authorized Capital 2022/I or expiry of the period for the utilization of Authorized Capital 2022/I. The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly.

(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 a).

The shares shall be issued at the conversion or option price to be determined in each case in accordance with the aforementioned resolution. The conditional capital increase shall 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 - insofar as they come into existence by the beginning of the Annual General Meeting of PVA TePla AG - participate in profits from the beginning of the preceding fiscal year, otherwise from the beginning of the fiscal year in which they come into existence.

III. Constitution and administration of the company

§ 5 **Organs**

Organs 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 Board of Directors**

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

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

(1) The Board of Management shall issue rules of procedure to regulate cooperation within the Board of Management, in particular for the allocation 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 Executive Board 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 Executive Board or by one member of the Executive Board together with an authorized 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 reporting obligations of the Executive Board to the Supervisory Board and its members are based on the respective 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 Executive Board's management authority

(1) The Executive Board shall be obliged vis-à-vis 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 Executive Board and the Supervisory Board on its management authority to the extent permitted by law.

(2) The Board of Management shall require the approval of the Supervisory Board for the measures listed in the respective valid Rules of Procedure of the Board of Management.

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 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 ratification of actions for the fourth financial year after the beginning of the term of office. The fiscal year in which the term of office begins shall not be counted.

(3) Substitute members may be elected for members of the Supervisory Board to replace prematurely retiring members of the Supervisory Board in a sequence determined at the time of 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 departing member, his office shall continue for the remainder of the term of office of the departing 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 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' written notice to the Chairman of the Supervisory Board or to the Executive 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 Section 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 were 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 submitting a written declaration to the Executive Board. The same shall apply to his deputy.

§ 13

Rules of Procedure

The Supervisory Board shall adopt rules of procedure governing, in particular, the procedures for 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 call upon experts and persons providing information to attend 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 membership of 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 and 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 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 committee chairman. In the event of changes to the Supervisory Board or its committees during the year, the remuneration shall be paid pro rata temporis, rounding 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 on this.

The 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 Executive Board or, in the cases prescribed by law, by the Supervisory Board.

(3) The General Meeting shall be convened at least thirty days prior to the date of the meeting. The day on which the meeting is convened shall not be counted. This

notice period shall be extended by the days of the registration period pursuant to Section 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 German Civil Code shall not apply mutatis mutandis.

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

§ 16

Shareholder participation

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 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 relate 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 Executive Board and Supervisory Board

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

(2) Members of the Supervisory Board may participate in the Annual General Meeting by means of video and audio transmission if a member of the Supervisory

Board is prevented from attending the Annual General Meeting on the day of the meeting due to the performance of his or her own official duties.

The decision as to how image and sound 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 General Stockholders' Meeting takes place in accordance with subsection 1, this shall be announced together with the agenda for the General Stockholders' Meeting.

§ 19

Voting rights

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

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

(3) In the notice convening the General Stockholders' Meeting, the Company shall appoint a named proxy, including his availability before and during the General Stockholders' Meeting, who will exercise the voting rights for all stockholders at their request and in accordance with their instructions. Paragraph 2 shall apply mutatis mutandis to the authorization of the proxy and to the issuing of instructions. The Executive Board shall specify the details of the issuance of instructions 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 by another member of the Supervisory Board representing the shareholders to be determined by him.

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

(2) The chairperson shall preside over 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 Annual General Meeting, to determine the appropriate 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 question and speech contribution.

§ 21

Adoption of resolutions by the general meeting

(1) The resolutions of the Annual 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 capital stock represented when the resolution is adopted, a simple majority of the capital stock 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 Board of Management 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 the auditor appointed by the Supervisory Board for review. At the same time, it shall submit to the Supervisory Board its proposal for the appropriation of net income.

(2) The Supervisory Board shall report to the Annual General Meeting on the results of its examination of the documents pursuant to subsection 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 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 fiscal year. This meeting shall resolve on the formal approval of the actions of the Management Board and the Supervisory Board, on the election of the auditor, on the appropriation of the unappropriated 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) The Board of Management and the Supervisory Board are authorized, when adopting the annual financial statements, 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 capital stock 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 unappropriated profit resulting from the adopted annual financial statements, taking into account the right of the Supervisory Board pursuant to § 14 of the German Stock Corporation Act (AktG).

share in the unappropriated profit.

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.