

# ARTICLES OF ASSOCIATION OF STRATEC SE

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Amended on November 27, 2018

Translation for convenience – Only the original German version is authoritative and binding.

## **I. General provisions**

### **§ 1 Company name, domicile and financial year**

- 1.1. The company operates under the name STRATEC SE.
- 1.2. Its legal domicile is in 75217 Birkenfeld, Germany.
- 1.3. The company's financial year is the calendar year.
- 1.4. The company is founded for an indefinite term. The company exists as of its entry in the Commercial Register.

### **§ 2 Object of the company**

- 2.1. The object of the company is the industrial development, manufacture and sale of various kinds of biomedical and medical technology systems (hardware and software), including accessories and peripheral appliances.
- 2.2. The company is entitled to perform any business transactions and take any measures serving its object. Within this framework, the company may establish or acquire other companies, acquire participating interests in such, establish outlets and take any other measures and perform any other legal transactions necessary or appropriate to achieve or promote the purpose of the company. It may delegate its operations to such companies in full or in part.

### **§ 3 Announcements, notification duties**

- 3.1. Announcements by the company will be published exclusively in the Federal Gazette, unless the law prescribes otherwise.
- 3.2. Information may also be communicated to bearers of listed securities in the company using data telecommunications in accordance with the relevant legal requirements. The communication of notifications made under § 125 and § 128 of the German Stock Corporation Act (AktG) is limited to electronic media. The Board of Management is entitled – at its own discretion – to forward such notifications in hardcopy as well.

## II. Share capital and shares

### § 4 Share capital

- 4.1. The share capital amounts to € 11,920,945.00 (in words: eleven million nine hundred and twenty thousand nine hundred and forty five euros). It is divided into 11,920,945 no-par value shares (shares without a nominal amount). The share capital is paid up by way of conversion of STRATEC Biomedical AG into a European Company (societas europaea, SE).
- 4.2. The shares are registered shares. In the case of capital increases, the same applies to the new shares, provided that a resolution to the contrary has not been passed. In order to be entered in the share register the shareholders must, if they are natural persons, provide the company with their name, address and date of birth and, if they are legal persons, with their company name, business address and registered office and in both cases with the number of shares held by them and their e-mail address, if they have one. The shareholders must notify the company without undue delay in the case of a change of address. The entry of shareholders acting in their own name in the share register for shares belonging to another person will only be permitted and valid vis-à-vis the company if the fact that the shares belong to another person as well as the name and address of the owner have been entered in the share register. The same also applies should the persons entered in the share register or the owners transfer their ownership of the shares to another person after entry in the share register.
- 4.3. The shareholders' right to have their shares embodied in certificates is excluded insofar as this is permitted by law and certificates are not required pursuant to the rules of a stock exchange on which the shares are listed.
- 4.4. Profit participation rights for new shares issued upon capital increases may be governed in ways other than those set out in § 60 of the German Stock Corporation Act (AktG).
- 4.5. The Board of Management has been authorized, with the consent of the Supervisory Board, to increase the company's share capital once or several times up to May 21, 2020, however by no more than € 5,500,000.00 in total, by issuing up to a maximum of 5,500,000 new shares against cash and/or non-cash contributions (Authorized Capital 2015/I). In this regard, the shareholders are in principle to be granted subscription rights; the Board of Management has, however, been authorized, with the consent of the Supervisory Board:
  - a) to exclude subscription rights for fractional amounts,

- b) to exclude subscription rights insofar as the capital is increased to grant shares against non-cash contributions for the purpose of acquiring companies, parts of companies or participations in companies or other assets,
- c) to exclude subscription rights if this is necessary to grant the bearers or creditors of warrant and/or convertible bonds with option or conversion rights or conversion obligations issued by the company or companies in which the company directly or indirectly holds the majority stake a right to subscribe to new shares to the extent to which they would be entitled after exercising the option or conversion rights or after fulfilling conversion obligations,
- d) to exclude subscription rights insofar as the part of the share capital attributable to the shares for which subscription rights are excluded does not exceed a total of 10% of the share capital which the company has at the time of the coming into force of this authorization or – if this value is lower – at the time of the utilization of this authorization and the issue price for the new shares is not substantially lower than the stock exchange price for the already listed shares; shares that are issued or that must be issued to service bonds with conversion or option rights are to be counted towards the aforesaid 10% cap if and insofar as the bonds are issued during the term of this authorization in analogous application of § 186 (3), Sentence 4 of the German Stock Corporation Act (AktG) subject to the exclusion of subscription rights. Furthermore, own shares are to be counted towards this cap if and insofar as they were sold in analogous application of § 186 (3), Sentence 4 of the German Stock Corporation Act (AktG) subject to the exclusion of the shareholders' subscription rights, and/or
- e) to implement a so-called scrip dividend where the shareholders are given the option of contributing their dividend entitlement either wholly or partially to the company as a non-cash contribution in return for the granting of new shares from the Authorized Capital.

The authorizations to exclude subscription rights referred to in paragraphs a) to e) above are limited to a total amount that does not exceed 20% of the share capital existing at the time of the coming into force of this authorization or – if this value is lower – at the time of the utilization of this authorization. In addition, shares that are issued or that must be issued to service bonds with conversion or option rights are also to be counted towards the aforesaid 20% cap if and insofar as the bonds are issued during the term of this authorization in analogous application of § 186 (3), Sentence 4 of the German Stock Corporation Act (AktG) subject to the exclusion of subscription rights. Furthermore, own shares are to be counted towards this cap if and insofar as they were sold in analogous application of § 186 (3), Sentence 4 of the German Stock Corporation Act (AktG) subject to the exclusion of the shareholders' subscription rights.

The Board of Management has furthermore been authorized to lay down the further details of the capital increase and how it is to be carried out with the consent of the Supervisory Board. The Supervisory Board is authorized to amend the Articles of Association in line with how the capital increase is implemented.

- 4.6. The share capital has been conditionally increased by up to € 48,600.00, divided into up to 48,600 shares (Conditional Capital V/2009). The conditional increase in capital serves for granting subscription rights (share option rights) up to May 19, 2014 in accordance with the resolution passed by the Annual General Meeting on May 20, 2009. The conditional increase in capital will only be carried out to the extent that the holders of share options make use of their subscription rights. The new shares will in each case participate in the profit as from the start of the financial year in which they are issued.

The share capital has been conditionally increased by up to € 190,000.00, divided into up to 190,000 shares (Conditional Capital VI/2013). The conditional increase in capital serves for granting subscription rights (share option rights) up to June 5, 2018 in accordance with the resolution passed by the Annual General Meeting on June 6, 2013. The conditional increase in capital will only be carried out to the extent that the holders of share options make use of their subscription rights. The new shares will in each case participate in the profit as from the start of the financial year in which they are issued.

The share capital has been conditionally increased by up to € 810,000.00, divided into up to 810,000 shares (Conditional Capital VIII/2018). The conditional increase in capital serves for granting subscription rights (share option rights) up to May 29, 2023 in accordance with the resolution passed by the Annual General Meeting on May 30, 2018. The conditional increase in capital will only be carried out to the extent that the holders of share options make use of their subscription rights. The new shares will in each case participate in the profit as from the start of the financial year in which they are issued.

The Supervisory Board is authorized to amend the wording of the Articles of Association after all or part of the conditional capital has been utilized or once the authorization period has expired.

- 4.7. The share capital of the company is conditionally increased by up to € 800,000.00 through an issuance of up to 800,000 new shares (Conditional Capital VII/2015). Conditional Capital VII/2015 serves only for granting new shares to bearers or creditors of convertible or warrant bonds that are issued based on the resolution of the Annual General Meeting on May 22, 2015 by the company or by a domestic or foreign company, in which STRATEC SE directly or indirectly owns the majority of the voting rights and the share capital, up to May 21, 2020. The shares will be issued at the conversion or

option price to be determined in each case on the basis of the above resolution as well as the resolutions to be passed by the Board of Management and Supervisory Board. The conditional increase in capital will be performed only insofar as the bearers or creditors of the convertible or warrant bonds make use of their conversion or option rights in respect of shares of the company or conversion obligations that are based on such bonds are fulfilled. The new shares will – insofar as they come into existence through the exercise of conversion or subscription rights up to the start of the company’s Annual General Meeting – participate in the profit as of the beginning of the previous financial year, otherwise in each case as of the beginning of the financial year in which the shares come into existence through the exercise of conversion or subscription rights.

The Supervisory Board is authorized to amend the wording of the Articles of Association after all or part of the conditional capital has been utilized or once the authorization period has expired.

### **III. Board of Management**

#### **§ 5 Composition, Code of Procedure**

- 5.1. The Board of Management consists of one or several individuals.
- 5.2. The Supervisory Board determines the number of members of the Board of Management and the term in office of individual members, which may not exceed five years. It may appoint a Chairman and a Deputy Chairman of the Board of Management.
- 5.3. The management of the business by the Board of Management is governed by a Code of Procedure proposed by the Board of Management or the Supervisory Board that in either case requires approval by the Supervisory Board.

#### **§ 6 Adoption of resolutions**

When the Board of Management comprises several members, resolutions are adopted on the basis of simple voting majorities. Voting parities are resolved by reference to the vote cast by the Chairman.

#### **§ 7 Representation**

When the Board of Management comprises several members, the company is represented by two members of the Board of Management or by one member of the Board of Management acting jointly with an authorized representative (Prokurist). The Supervisory Board may authorize each member of

the Board of Management with rights of sole representation. If only one member of the Board of Management is appointed, he shall manage the company on his own.

#### **IV. Supervisory Board**

##### **§ 8 Composition, term in office**

- 8.1. The Supervisory Board consists of three members.
- 8.2. Members of the Supervisory Board are elected for the period up to the conclusion of the Annual General Meeting releasing them from responsibility for the 4<sup>th</sup> financial year following the beginning of their term in office. The financial year in which the term in office begins is excluded from this calculation.
- 8.3. A substitute member may be elected at the same time as the full members of the Supervisory Board. The substitute member replaces any full member retiring from his position for the remaining term in office of such members.
- 8.4. A resolution of the Annual General Meeting removing members of the Supervisory Board elected by it before the end of their term in office will require a majority of at least three quarters of the votes cast.
- 8.5. The Supervisory Board organizes its internal processes on the basis of a self-imposed Code of Procedure.

##### **§ 9 Resignation from office**

- 9.1. Members of the Supervisory Board may resign from office by notifying the Supervisory Board Chairman or the Board of Management of the company in writing with a notice period of 4 weeks.
- 9.2. The appointment of Supervisory Board members elected by the Annual General Meeting may be revoked at subsequent Annual General Meetings prior to the expiry of the respective term in office.

##### **§ 10 Chairman and Deputy Chairman**

- 10.1. The Supervisory Board elects a Chairman and a Deputy Chairman from among its members immediately after its election by the Annual General Meeting. Their term in office is consistent with that of their respective Supervisory Board mandates. No separate invitation to this first meeting of the Supervisory Board is required.

- 10.2. Should the Chairman or the Deputy Chairman retire from their positions prematurely, the Supervisory Board must immediately hold a by-election for the remaining term in office of the retiring member.

### **§ 11 Convening of meetings and adoption of resolutions**

- 11.1. Meetings of the Supervisory Board are convened in writing by the Supervisory Board Chairman, or by the Deputy Chairman should the Chairman be indisposed, with a notice period of 14 days. The date on which the meeting is convened and the date of the meeting are not included in this calculation. In urgent cases, the Chairman may curtail this notice period as appropriate and convene meetings orally, by telephone, by fax or by e-mail.
- 11.2. The venue and time of the meeting, as well as the agenda, are to be included with the notification of the convening of the meeting. The adoption of resolutions on items not properly announced upon the meeting being convened is only permitted in cases where no Supervisory Board member present objects to such a procedure. In this case, absent members of the Supervisory Board are to be granted the opportunity of objecting to the resolution or of casting their votes in writing within an appropriate period to be stipulated by the Chairman. The resolution only enters into effect if the absent Supervisory Board members do not object within the given period, or once they have voted in favor of such a resolution.
- 11.3. In general, the Supervisory Board adopts resolutions at meetings. Meetings are chaired by the Chairman. Resolutions may be adopted in writing, by fax, telephone or other means (such as e-mail or video conference) outside the framework of meetings at the instigation of the Supervisory Board Chairman, provided that no member objects to this procedure within an appropriate period to be stipulated by the Chairman or if all members of the Supervisory Board consent to this method of adopting resolutions. Such resolutions are laid down in writing by the Chairman and forwarded to all members. Voting outside the framework of meetings requires the application of the provisions set out in § 11, Nos. 4 to 8.
- 11.4. The Supervisory Board has a quorum when at least three members are invited to a Supervisory Board meeting or requested to vote outside the framework of a meeting and these members then participate in the adoption of such a resolution. Supervisory Board members are also deemed to participate in the adoption of resolutions in cases where they abstain.
- 11.5. Absent Supervisory Board members may also participate in Supervisory Board voting procedures at a given meeting by appointing other Supervisory Board members in writing, orally, by telephone, by fax, or by e-mail to cast their votes on their behalf.



- 11.6. Unless otherwise required by law, Supervisory Board resolutions are adopted on the basis of simple majority voting. Abstentions do not count as votes cast. Relative majorities are sufficient for elections. Voting parities are resolved by reference to the vote cast by the Supervisory Board Chairman; this is also the case for elections. Should the Supervisory Board Chairman not participate in the voting, then reference is made to the vote cast by the Deputy Chairman.
- 11.7. The Supervisory Board Chairman is authorized on behalf of the Supervisory Board to issue the statements of intent required for the execution of resolutions adopted by the Supervisory Board and to accept any such statements submitted to the Supervisory Board.
- 11.8. The negotiations and resolutions adopted by the Supervisory Board are to be recorded in written protocols to be signed by the chairman of the meeting or by the voting chairman in the case of voting procedures held outside the framework of meetings.

#### **§ 12 Duties of the Supervisory Board**

- 12.1. The Supervisory Board is required to monitor the management of the business by the company's Board of Management.
- 12.2. The Supervisory Board is authorized to adopt amendments to the Articles of Association which only affect the respective wording.
- 12.3. The following transactions and measures require prior approval by the Supervisory Board:
  - a) The compilation of the company's planning (annual budget);
  - b) The acquisition and disposal of companies, as well as of participating interests in companies, including investment-like cooperations, to the extent that such transactions are of substantial significance to the company;
  - c) The assumption of guarantees and liability outside the usual course of business.
 Furthermore, the Supervisory Board may at any time make further types of transactions and measures dependent on its approval by amending the Code of Procedure for the Board of Management or adopting resolutions as appropriate.

#### **§ 13 Compensation of the Supervisory Board**

- 13.1. Each Supervisory Board member receives fixed compensation amounting to € 25,000.00 per financial year. The Chairman of the Supervisory Board receives twice (two times) and the Deputy Chairman of the Supervisory Board receives one and a half times this fixed compensation. Supervisory Board members who have sat on the Supervisory Board for only part of the financial year receive one twelfth of this remuneration for each full or partial month of service.

- 13.2. Moreover, each member of the Supervisory Board receives a meeting allowance of € 750.00 for each meeting of the Supervisory Board attended in person. This allowance is paid only once should several meetings occur on the same day, and it is limited to a maximum of six meetings per financial year.
- 13.3. Fixed compensation and the meeting allowance are due for payment upon the conclusion of the financial year.
- 13.4. Furthermore, the company reimburses each member of the Supervisory Board the expenses necessary or useful for the performance of his duties, in addition to the sales tax incurred on his compensation and reimbursed expenses.
- 13.5. In the interests of the company, Supervisory Board members can be included in a liability insurance policy held in an appropriate amount. The company pays the associated premiums.

## **V. Annual General Meeting**

### **§ 14 Venue and convening**

- 14.1. The Annual General Meeting will be held at the registered office of the company, at a location in Baden-Württemberg with at least 100,000 inhabitants or in a German city with a stock exchange.
- 14.2. It is convened by the Board of Management or the Supervisory Board.
- 14.3. The convening of the meeting must be announced in accordance with the relevant legal requirements.
- 14.4. Only those shareholders who have registered with the company in text form (§ 126b of the German Civil Code (BGB)) in either German or English and in a timely manner and who are entered in the share register for the registered shares will be entitled to attend the Annual General Meeting and exercise their voting right. The registration must be received by the company at the address given for this purpose in the notice convening the meeting at least six days prior to the meeting. The Board of Management may set a shorter period for this. The day of the meeting and the day on which the registration is received will not be taken into account.
- 14.5. Where such intention is announced in the invitation to the Annual General Meeting, the chairman of the meeting may permit the partial or complete audiovisual transmission of the Annual General Meeting via electronic media. The details of such transmissions may be determined by the chairman of the meeting.

### § 15 Procedures at the Annual General Meeting

- 15.1. The Annual General Meeting is chaired by the Chairman of the Supervisory Board, and by the Deputy Chairman should the Chairman be indisposed. Should the Deputy Chairman also be indisposed, the meeting is led by a chairman elected by the Annual General Meeting.
- 15.2. The Chairman determines the order in which the agenda items are addressed and the type and sequence of voting procedures.
- 15.3. Every no-par value share will confer one vote. The shareholder is entitled to vote following payment of the statutory minimum deposit. Resolutions of the Annual General Meeting will be passed with a simple majority of the votes cast, unless the law prescribes otherwise; this will not affect the provisions of § 8, No. 8.4. Where the law stipulates that a majority of the share capital is required, voting is undertaken on the basis of a simple majority of capital, unless mandatory legal requirements stipulate otherwise.
- 15.4. Voting rights may be exercised by an authorized proxy in accordance with legal requirements. Such a proxy may also be a voting proxy appointed by the company to act in accordance with shareholders' instructions. The company is authorized to decide that powers of attorney may be issued not only in writing, but also by fax or electronic media, as well as stipulating further details concerning the issuing of powers of attorney. Details for issuing power of attorney for voting rights will be announced to shareholders together with the notification of the convening of the Annual General Meeting, or made available to shareholders in a manner stipulated in the invitation to the Annual General Meeting.
- 15.5. Members of the Board of Management and the Supervisory Board should attend the Annual General Meeting in person. Should they be prevented from doing so for any compelling reason or should it not be possible to make the journey to and from the venue of the Annual General Meeting on the same day, they may also participate in the meeting by video or audio transmission.
- 15.6. The Chairman may set suitable time limits on shareholders' rights to pose questions and make statements.