

**Articles of Incorporation**  
**of**  
**DATA MODUL AG**  
**Production and Distribution of**  
**electronic systems**  
**Munich**

**§ 1**

**Name and location**

(1) The name of the corporation is:

“DATA MODUL Aktiengesellschaft Produktion und Vertrieb  
von elektronischen Systemen“  
(DATA MODUL Incorporated, production and distribution of electronic  
systems)

(2) The registered office of the corporation is located in Munich.

**§ 2**

**Purpose of the Corporation**

- (1) The purpose of the corporation encompasses the import, the production and distribution of electronic components, sub-assemblies, instruments, final assemblies and similar objects of all kinds.
- (2) In addition, the corporation may take all actions and measures which are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing purposes. The corporation may set up subsidiaries, acquire other similar companies or invest in interests of other companies.

### § 3

#### Capital Stock

- (1) The capital stock of the corporation amounts to € 10,578,546.00. It is allocated into 3,526,182 registered bearer shares (Stückaktien).
- (2) The form and content of share certificates, dividend coupons and renewal coupons shall be determined by the Management Board upon approval of the Supervisory Board. The same is true for debentures and interest coupons. Instead of a certificate representing individual shares, the corporation may issue certificates representing global shares. Securitization of shareholders' rights to stock certificates is disallowed. The beginning of profit participation for newly issued shares may vary from paragraph 60, Section 1, of the German Stock Corporation Act (Aktiengesetz).
- (3) The Management Board, with the approval of the Supervisory Board, is authorized to increase the capital stock of the corporation in the period up to July 2, 2020 by a total amount of € 5,289,273.00, in a lump sum or in partial amounts, by issuing new no-par-value bearer shares in exchange for contributions in cash or kind. The Management Board, with the approval of the Supervisory Board, will decide on the issue of the new shares, the rights attached to these shares and the terms of issue.

The new shares are to be offered to the shareholders for subscription as a matter of principle. The Management Board, with the approval of the Supervisory Board, is however authorized to exclude shareholders' subscription rights

- a) for fractional amounts,
- b) in case of capital increases against contributions in kind, particularly in conjunction with acquisitions of companies or parts thereof, investments in companies or their assets, or business combinations, as well as
- c) in case of capital increases against cash contributions, if the total prorated value of capital stock attributable to the new shares does not exceed 10% of capital stock. The issue price of the new shares must not be significantly lower than the trading price of the corporation's existing shares.

The Supervisory Board is authorized to amend the Articles of Incorporation to reflect the extent of the capital increase from authorized capital.

### § 4

#### Duration of the Corporation, Fiscal year

The corporation is created for an unlimited time.

The financial year is the calendar year.

## **§ 5**

### **Operational elements**

The operational elements of the Corporation are the Management Board, the Supervisory Board and the Shareholders' Meeting.

## **§ 6**

### **The Management Board**

- (1) The Management Board consists of one or more members. The number of members shall be determined by the Supervisory Board. Even when the amount of capital stock exceeds that amount as stated in paragraph 76, Section 2, Sentence 2 of the German Stock Corporation Act (Aktiengesetz), the Supervisory Board may resolve that the Management Board consists of only one member.
- (2) The Supervisory Board appoints the Chairman or speaker of the Management Board, as well as the Deputy Chairman or deputy speaker of the Management Board. In addition, the Supervisory Board may appoint assistant members of the Management Board.
- (3) If the Management Board consists of a sole member, he represents the corporation alone. If the Management Board consists of more than one member, the Corporation will be represented jointly by two members of the Management Board or by one member of the Management Board together with one holder of a general commercial power of attorney (Prokura). The Supervisory Board can designate that only one member, more than one member, of every member or the Management Board is permitted to represent the Corporation solely, even when the Management Board consists of more than one member.
- (4) Each member is permitted to undertake legal transactions in the name of the corporation with itself as representative of a third party

## **§ 7**

### **Responsibility and Authority of the Management Board**

- (1) The Management Board transacts business on behalf of the corporation according to law and these articles of incorporation. It is responsible to inform the Supervisory Board about all important business events, and to report about the development of the business at periodic intervals. Unusual developments such as plan variances, losses on receivables and increases in allowances are especially subject to be reported. Paragraph 90 of the German Stock Corporation Act (Aktiengesetz) is not relevant.
- (2) The Supervisory Board can, at any time, through a resolution, require prior approval for specific business activities and internal actions.

**§ 8**  
**Supervisory Board**

- (1) The Supervisory Board of the corporation consists of three members.
- (2) The members of the first Supervisory Board will be elected for the period up to the end of the first Shareholders' Meeting, which will approve their exculpation for the business year ended December 31, 1988. In addition, the Supervisory Board members will be elected for the period up to the end of the Shareholders' Meeting, who will approve the exculpation for the fourth financial year following the begin of the term of office. The financial year, during which the term of office began, shall not be included. In the case that a member of the Supervisory Board is elected to replace a member who resigned, that member's time in office will correspond to that of the member who resigned. The Shareholders' Meeting can also elect substitute members according to Paragraph 101, Section 3, of the German Stock Corporation Act (Aktiengesetz). In the case that a substitute member replaces a member who resigns, his time in office will end at the next Shareholders' Meeting, at which time a new election shall take place, at latest, however, with the expiration of the time in office of the resigned member.
- (3) Declarations of intentions of the Supervisory Board will be delivered in name of the Supervisory Board by the Chairman, or by the Deputy Chairman if the Chairman is unavailable.
- (4) Members of the Supervisory Board may resign from the Supervisory Board by submitting his resignation in writing to the Management Board and giving a three months notice period to the end of a quarter of the year.
- (5) The members of the Supervisory Board shall be reimbursed for their expenses (including the costs of any value added tax incurred by them in the performance of their office) and receive fixed remuneration payable following the close of the financial year. The remuneration shall amount to € 20,000.00 for the individual member, twice this amount for the Chairman and 1.5 times this amount for the Deputy Chairman. Members of the Supervisory Board, who were active only for part of the year, receive a prorated amount based on the amount of the year active.

**§ 9**  
**Chairman and Deputy Chairman**

- (1) After being elected, the Supervisory Board chooses a Chairman and Deputy Chairman from members of this Board
- (2) If the Chairman or Deputy Chairman resign the Supervisory Board before the expiration of their term in office, the Supervisory Board will call, without delay, a new election.

## **§ 10**

### **Responsibilities of the Supervisory Board**

- (1) The Supervisory Board shall monitor the operation of the Management Board in all branches of administration according to the law and articles of incorporation.
- (2) The Supervisory Board represents the corporation along with the Management Board in both legal and in non legal matters.
- (3) The Supervisory Board is entitled to alter the article of incorporation if such alterations only relate to the formulation of the text.

## **§ 11**

### **Convocation, adoption of resolutions and logging the resolutions**

- (1) The Chairman or his Deputy convenes meeting with all members of the Supervisory Board according to the applicable law, or whenever the business situation requires. Meetings shall be called in writing (including by telefax or telegraph) or verbally (including telephone). The meeting agenda is to be distributed at the time of convocation.
- (2) The meetings of the Supervisory Board will be conducted by the Chairman of the Supervisory Board or by his Deputy, if the Chairman is unable to attend. The manner of voting will be determined by the Chairman of the meeting.
- (3) The resolutions of the Supervisory Board shall be passed with a simple majority of those voting. In the event of an equality of votes, the vote of the Chairman will determine the outcome.
- (4) It shall be permissible for Supervisory Board meetings to be held, and for resolutions to be passed in writing, by telephone, facsimile or with the assistance of other means of communication, if the Chairman of the Supervisory Board, or by his Deputy, if the Chairman is unavailable, and no member of the Supervisory Board objects to this procedure.
- (5) The meeting and its resolutions are to be written and the minutes of the meeting are to be signed by the Chairman. These minutes will be considered as approved if they are not contradicted, at latest, during the next meeting of the Supervisory Board.
- (6) The members of the Management Board are to be present during the meeting of the Supervisory Board, unless, in specific cases, the Supervisory Board, or the Chairman of the Supervisory Boards, declares else wise.

**§ 12**  
**Shareholders' Meeting**

- (1) The Annual Shareholders' Meeting (Ordinary Shareholders' Meeting), which ratifies the actions of the Management and Supervisory Boards, and approves the allocation of unappropriated profits, shall be held within the first eight months of each financial year.
- (2) Extra-ordinary shareholders' meetings shall be called when the interest of the corporation so demands or when the law requires.
- (3) Shareholders' Meetings will take place in Munich or at another city in Germany where a bourse is located.
- (4) The Annual Shareholders' Meeting may be partially or totally recorded by audio or video provided the Management Board agrees to such a recording and the Supervisory Board approves. The recording may be done in such a manner as to allow public dissemination. The method of recording shall be disclosed in the invitation.

**§ 13**  
**Convening of Shareholders' Meeting,  
Registration for the Shareholders' Meeting**

- (1) The Shareholders' Meeting will be convened by the Management Board or the Supervisory Board. At the time of the invitation, the agenda for the meeting, as well as the time and location will be announced.
- (2) The Shareholders' Meeting shall be convened at least 30 days prior to the day of the Meeting, unless otherwise regulated by statute. The day of the Shareholders' Meeting and the day of invitation shall not be included in the calculation of the 30-day notice period. The notice period for convening the Meeting shall be extended by the number of days of the registration period (§13 (3))."
- (3) Shareholders who wish to participate and vote at the Shareholders' Meeting must be registered and prove entitlement. Registration and proof of entitlement must arrive at the Corporation's address (to be given in the invitation), at least seven days prior to the meeting (registration day). In case that deadline falls on a Saturday, Sunday, or legal holiday at the Corporation's administrative centre, the deadline is moved back to the last previous workday. A formless written proof of share ownership issued by a institute administering a share custody account is sufficient proof of entitlement. Proof can also be established for shares not being held in a general custody account by submitting those shares to the Company or a banking institution. The proof of share ownership must correspond to the date of record according to the law of capital companies (Aktiengesetz).

The registration and proof of entitlement must be made in either the German or English language.

- (4) The Executive Board is authorized to enable shareholders to take part in the Shareholders' Meeting without being physically present by participating in their place of residence and without an agent and exercise all or parts of their rights entirely or partially by way of online participation. The Executive Board may determine individual aspects regarding the scope and procedure of online participation. The Executive Board is authorized to ensure that shareholders may cast votes without participating in the Shareholders' Meeting either in written form or by means of electronic communication (postal absentee ballot or electronic absentee ballot). It may determine individual aspects of voting by postal absentee ballot or electronic absentee ballot.

#### **§ 14**

##### **Resolutions during the Shareholders' Meeting**

- (1) Each share shall represent one vote during the Shareholders' Meeting
- (2) Resolutions at the Shareholders' Meeting shall be passed by a simple majority of the votes present, unless otherwise required by law. In cases where the law requires that a resolution be passed by a majority of the capital stock represented at the Meeting, a simple majority of the capital represented shall suffice, unless otherwise required by law.
- (3) Paragraph 2 shall not apply to elections and recalls. The statutory regulations regarding determination of majority shall apply in these cases.

#### **§ 15**

##### **Chairing the meeting**

- (1) The chairman of the Supervisory Board shall chair the Shareholders' Meeting. In his or her absence, his or her representative shall chair the Meeting. If neither of these individuals can chair the Meeting, the Supervisory Board may designate a third individual to chair the Meeting.
- (2) The Chairman shall preside over the proceedings and decide the order of business and the manner of voting.
- (3) The Chairman has the prerogative to limit the length of time for shareholders' questions and speeches as deemed appropriate

**§ 16**  
**Financial Statements**

The Management Board shall present the financial statements and the report to the situation of the corporation for the previous year to the Supervisory Board and the independent auditors within three months following the end of the financial year. At that time, the Management Board will present to the Supervisory Board their proposal for allocation of unappropriated funds which the Management Board intends to submit at the Shareholders' Meeting.

**§ 17**  
**Announcements,**  
**Information via remote data transmission**

- (1) Announcements by the corporation shall be published in the Federal Gazette (Bundesanzeiger), or in the electronic Federal Gazette, unless otherwise require by law.
- (2) The corporation is permitted to inform shareholders of information via remote data transmission.

**§ 18**  
**Expenses of formation**

Expenses incurred in connection with the formation and registration in the Commercial Register shall be borne by the corporation up to an amount of DM 45,000. — in total.