

**Brix Mayer**  
Notary Public



**NOTARISATION**  
of the  
**ARTICLES OF INCORPORATION**  
of  
**ams AG**

Unterpremstätten, Company Register No. FN 34109 k  
according to § 148 Para 1 AktG<sup>1</sup>

I confirm that the following wording of the Articles of Incorporation of ams AG, with its registered office in Unterpremstätten in the political municipality of Premstätten, corresponds with the amended provisions of the Articles of Incorporation of that company according to the resolution on the amendment of the Articles of Incorporation concerning the agenda items nine and twelve notarised by me under reference number 21.006 and that the unchanged provisions correspond with the last complete wording of the Articles of Incorporation submitted to the Companies Register. -----

Vienna on the 2<sup>nd</sup> (second) of June, 2021 (two thousand and twentyone).-----



DR RUPERT BRIX  
Notary Public

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<sup>1</sup> "Aktengesetz": Austrian Stock Corporation Act

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# ARTICLES OF INCORPORATION

of

ams AG

## § 1

### Company, Registered Office, Duration

- (1) The company name is:  
  
“ams AG”.
- (2) The company has its registered office in Unterpremstätten, Styria.
- (3) The duration of the company is not limited to a specific period.

## § 2

### Object of the Company

- (1) The object of the company is the development, production and distribution of electronic products, in particular integrated circuits (microsystems) and other microelectronic products, and the provision of related services, the trade in such products and the arrangement of such transactions, as well as the acquisition of relevant production machinery and equipment.
- (2) The company is entitled to establish branches at home and abroad, to participate in other companies at home and abroad, to acquire, establish and sell such companies and to enter into all transactions, including pooling of interests, which are suitable for directly or indirectly promoting the interests of the company; banking transactions are excluded. The company shall also be entitled to determine and process personal data with the aid of automated systems.

§ 3

Share Capital and Shares

- (1) The share capital of the company amounts to 274,289,280 EUR (two hundred and seventy-four million two hundred and eighty-nine thousand two hundred and eighty). It is divided into 274,289,280 (two hundred and seventy-four million two hundred and eighty-nine thousand two hundred and eighty) no-par value shares, each of which participates in the share capital to the same extent. All shares are made out to bearer. The right of shareholders to have their shares certificated is excluded.
- (2) The share capital is raised as follows: (i) in respect of the share capital with a nominal value of 256,720,874.52 EUR (two hundred and fifty-six million seven hundred and twenty thousand eight hundred and seventy-four euros and fifty-two cents) in the form of cash contributions, (ii) in respect of the ordinary share capital with a nominal value of 6,557,124.48 EUR (six million five hundred and fifty-seven thousand one hundred and twenty-four euros and forty-eight cents) by contribution in kind, namely by 5,854,335.72 (five million eight hundred and fifty-four thousand three hundred and thirty-five point seven two) shares in Texas Advanced Optoelectronic Solutions, Inc, a corporation organised under the laws of the State of Nevada with Entity Number C27730-1998 and a business address of 1001 Klein Road, Suite 300, Plano, Texas 75074, U.S.A., held by Twilight S, LLC, a limited liability company organised under the laws of the State of Delaware with File Number 4991479 of the Department of State, Division of Corporations of the State of Delaware and having its business address at 1001 Klein Road, Suite 300, Plano, Texas 75074, USA, as the contributing company pursuant to a contribution in kind and subscription agreement dated 7<sup>th</sup> (seventh) July 2011 (two thousand and eleven) along with the agreements to which reference is made in this agreement, thereby raised, and (iii) in respect of the contribution in kind of a nominal amount of 11,011,281 EUR (eleven million eleven thousand two hundred and eighty-one euros) by way of contribution in kind, namely by way of a total of 358,025,367 (three hundred and fifty-eight million twenty-five thousand three hundred and sixty-seven) shares and 33,332,743,782 (thirty-three billion three hundred and thirty-two million seven hundred and forty-three thousand seven



hundred and eighty-two) preference shares in Heptagon Advanced Micro-Optics Pte. Ltd, a company incorporated under the laws of Singapore with its registered office at 80 Robinson Road #02-00 Singapore 068898, owned by Granite Global Ventures III L.P., GGV III Entrepreneurs Fund, L.P., GGV Capital IV, L.P., GGV Capital IV Entrepreneurs Fund, L.P., Nokia Growth Partners II, L.P., Nokia Growth Partners, L.P., Credence Capital Fund II (Cayman) Limited, FCPR Innovacom 5 a Fonds Commun De Placement A Risques, Pantheon Global Co-investment Opportunities Fund II (Sidecar), L.P., Pantheon Global Co-investments Opportunities Fund II, L.P., Matrix Partners China II Hong Kong Limited, Orchid 1 Investments Pte. Ltd, Kreos Capital III Limited, Jolt Capital Side Fund LLC, JoltTech Capital Two, Vertex III (C.I.) Fund L.P., Vision City Group Limited and Leading Light Investment Limited as contributing companies pursuant to a contribution in kind and subscription agreement dated 12<sup>th</sup> (twelfth) January 2017 (two thousand and seventeen) and the agreements referred to therein.

- (3) Bearer shares shall be evidenced by one or, if necessary, several global certificates and deposited with a securities clearing and deposit bank pursuant to § 1 Para 3 DepotG<sup>2</sup> or an equivalent foreign institution.
- (4) Until 5<sup>th</sup> June 2023 the Management Board is authorised,
  - a) to increase, with the consent of the Supervisory Board, the share capital from the current nominal value of 84,419,826 EUR by up to a further 8,441,982 EUR by issuing up to 8,441,982 new ordinary bearer shares (no-par value shares) against cash and/or non-cash contributions, if necessary in several tranches, and to determine the issue price, the terms and conditions of the issue and the further details of the implementation of the capital increase in agreement with the Supervisory Board,
  - b) if necessary, to offer the new shares to the shareholders for subscription by way of indirect subscription rights pursuant to § 153 Para 6 AktG,
  - c) with the consent of the Supervisory Board, to exclude the shareholders' subscription right if

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<sup>2</sup> "Depotgesetz": Austrian Securities Deposit Act

- (i) the capital increase is made against contributions in kind, i.e. shares are issued for the purpose of acquiring companies, businesses, parts of businesses or shares in one or more companies at home or abroad, or
- (ii) the capital increase is for the purpose of listing the company's shares on a further, non-European stock exchange, or
- (iii) to exclude fractional amounts from the shareholders' subscription rights, or
- (iv) to service an over-allotment option granted to the issuing banks.

[Authorised Capital 2018]

The Supervisory Board is authorised to make resolutions on amendments to the Articles of Incorporation resulting from the issue of shares from the Authorised Capital.

- (5) Until 1<sup>st</sup> June 2026 the Management Board is authorised,
- a) to increase, with the consent of the Supervisory Board, the share capital from the current nominal value of 274,289,280.00 EUR by up to a further 10,544,963.00 EUR by issuing up to 10,544,963 new ordinary bearer shares (no-par value shares) against cash and/or non-cash contributions, if necessary in several tranches, and to determine the issue price, the terms and conditions of the issue and the further details of the implementation of the capital increase in agreement with the Supervisory Board.

[Authorised Capital 2018]

Shareholders' subscription rights are excluded (Direct exclusion of the statutory subscription right) in order to be able to carry out further capital increases flexibly and quickly, in particular by means of the Accelerated Bookbuilding Procedure, in the interest of the Company to strengthen its equity base.

The Supervisory Board is authorised to make resolutions on amendments to the Articles of Incorporation resulting from the issue of shares from the Authorised Capital.

§ 4

Management Board, Rules of Procedure

- (1) The Management Board of the company consists of up to five persons. The appointment of deputy members of the Management Board is permissible within this framework.
- (2) The rules of procedure for the Management Board, including the distribution of business among the members of the Management Board, are drawn up by the Supervisory Board.

§5

Management, External Representation

- (1) The Management Board shall conduct the business in accordance with the law, these Articles of Incorporation and the rules of procedure adopted by the Supervisory Board.
- (2) If only one member of the Management Board is appointed, he/she shall represent the company alone. If several members of the Management Board have been appointed, the company shall be represented by two members of the Management Board or by one member of the Management Board together with an authorised signatory. Within the scope of their legal powers of representation, two authorised signatories shall also jointly represent the company.
- (3) Deputy members of the Management Board are equal to ordinary members of the Management Board with regard to the power of representation.



§ 6

Reports to the Supervisory Board

- (1) The Management Board shall report to the Supervisory Board at least once a year on fundamental questions of the future business policy of the company and present the future development of the assets, financial and earnings situation on the basis of a forecast (Annual Report). The Management Board shall also report to the Supervisory Board on a regular basis, at least quarterly, on the course of business and the situation of the company in comparison with the forecast, taking into account future developments (Quarterly Report). In the event of important cause, the Chairman of the Supervisory Board shall be informed without delay; furthermore, the Supervisory Board shall be informed without delay of circumstances which are of considerable importance for the profitability or liquidity of the company (special report). The Annual Report and the Quarterly Reports shall be submitted in writing and shall be explained orally at the request of the Supervisory Board; they shall be handed over to each member of the Supervisory Board. The special reports shall be made in writing or orally.
- (2) The reports to be submitted by the Management Board to the Supervisory Board pursuant to § 81 AktG shall not only provide information on the course of business and the situation of the company, but also on the planned business activities and the prospects of the company, and shall include consolidated quarterly financial statements.
- (3) The Management Board is obligated to submit to the Supervisory Board an investment statement within one year of the commencement of full operation of investment projects if the investment expenditure exceeds an amount to be determined by the Supervisory Board.
- (4) The Management Board is obligated to submit a consolidated balance sheet for the past financial year to the Supervisory Board at the same time as the company's annual report.



- (5) The Supervisory Board is entitled to request further reports from the Management Board at any time on any matter concerning the company and its group companies.

## § 7

### Consent of the Supervisory Board

The Supervisory Board shall determine the transactions which - in addition to the cases provided for by law - require its consent; where provided for by law, the Supervisory Board shall also determine amount limits.

## § 8

### Supervisory Board

- (1) The Supervisory Board of the company shall consist of a minimum of three and a maximum of eight members elected by the General Meeting and the members delegated pursuant to § 110 Para 1 Arbeitsverfassungsgesetz<sup>3</sup>. In total, the Supervisory Board shall consist of no more than 12 members.
- (2) Unless otherwise determined by the General Meeting, the election of the members of the Supervisory Board shall be held for the longest period permissible according to § 87 Para 7 AktG, i.e. until the end of the General Meeting which resolves on the discharge for the fourth financial year after the election; the financial year in which the election took place shall not be counted.
- (3) Any member of the Supervisory Board may resign from office by giving written notice to the Chairman of the Supervisory Board. The resignation shall become effective four weeks after receipt, unless the resignation is declared for another date.

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<sup>3</sup> Austrian Labour Constitutional Act

- (4) If elected members of the Supervisory Board leave the Supervisory Board before the expiry of their term of office, a replacement shall only be elected immediately if the number of elected members of the Supervisory Board falls below three. The term of office of the substitutes shall last until the expiry of the term of office of the corresponding members of the Supervisory Board who left.
- (5) The re-election of members of the Supervisory Board who have left is permissible.

## § 9

### Supervisory Board - Chairman

- (1) Immediately after its election, the Supervisory Board shall elect a Chairman and a Deputy Chairman under the chairmanship of the oldest member present
- (2) If in the course of a term of office the Chairman or his/her deputy retires from office, the Supervisory Board shall immediately hold a new election for the retiring person.
- (3) Re-election is permissible.
- (4) When acting as the Chairman's representative, the Chairman's deputy has the same rights and obligations as the former.

## § 10

### Supervisory Board — Meetings

- (1) The Supervisory Board must hold a meeting at least four times a year.
- (2) Meetings of the Supervisory Board shall be convened by registered letter, fax, email or by telephone by the Chairman or on his/her behalf by the Management Board, stating the time, place and agenda. Meetings shall be convened by giving seven days' notice between the date of the notice and the date of the meeting of the Supervisory Board to the address last notified; in urgent cases, the Chairman of the

Supervisory Board may shorten this period if no member of the Supervisory Board objects to such shortening within two days of receipt of the notice.

- (3) The necessary written documents shall be made available in good time for the individual items on the agenda.
- (4) If a request to convene a meeting of the Supervisory Board, submitted in writing by at least two members of the Supervisory Board or the Management Board and stating the purpose and the reasons, is not complied with by the Chairman within fourteen days, the applicants may convene the Supervisory Board themselves, stating the facts of the case.
- (5) The members of the Management Board shall attend all meetings of the Supervisory Board and its committees in an advisory capacity unless otherwise determined by the Chairman of the meeting.
- (6) A member of the Supervisory Board who is unable to attend may appoint another member of the Supervisory Board in writing to represent them at an individual meeting; the member of the Supervisory Board represented shall not be counted in determining the quorum. The right to chair the meeting may not be delegated.
- (7) Minutes of the meetings of the Supervisory Board shall be drawn up and shall contain the essential proceedings of the meeting, the resolutions adopted and shall be signed by the Chairman of the meeting.

## § 11

### Supervisory Board - Resolutions

- (1) The Supervisory Board is quorate if all members of the Supervisory Board have been duly invited and at least half of the members, but at least three, including the Chairman or his/her Deputy, are present in person.



- (2) The manner of voting shall be determined by the Chairman unless the Supervisory Board decides on a different manner of voting.
- (3) The resolutions of the Supervisory Board require a simple majority of the votes cast. In the event of a tie, the Chairman shall have the casting vote.
- (4) The Supervisory Board may only pass a resolution on an item that is not on the agenda if all members of the Supervisory Board are present or represented and no member objects to the passing of the resolution.
- (5) In urgent cases, the Chairman may arrange for a vote to be taken in writing without the Supervisory Board convening for a meeting (round robin procedure) if no member of the Supervisory Board objects to this procedure in writing within one week of the documents being sent out. A resolution is passed if all members of the Supervisory Board have been invited to vote and at least half of the members, but at least three, including the Chairman or his/her deputy, have cast their vote. The vote shall be cast in writing; the relevant document shall be delivered to the Chairman of the Supervisory Board by registered mail or by fax. Representation by other members of the Supervisory Board is not permitted in the round robin procedure.

## § 12

### Supervisory Board - Duties

- (1) The Supervisory Board is required by law to supervise the Management Board in its management of the company.
- (2) The Supervisory Board shall examine the reports and proposals of the Management Board and arrive at resolutions on them.
- (3) The Supervisory Board shall examine the Annual Report, the proposal for the distribution of profits and the report of the Management Board, and shall report thereon to the General Meeting. The Supervisory Board shall give its opinion on the Annual Report to the Management Board within two months of its submission.



- (4) All matters which the Management Board intends to bring before the General Meeting shall be submitted in advance to the Supervisory Board.
- (5) The Supervisory Board is obligated to convene a General Meeting if the welfare of the company so requires.
- (6) The Supervisory Board can determine resolutions on changes to the Articles of Incorporations that relate solely to the wording.
- (7) The Supervisory Board shall adopt rules of procedure to regulate the exercise of its duties.

### § 13

#### Supervisory Board - Declarations and Announcements

- (1) Declarations of intent of the Supervisory Board shall be made on its behalf by the Chairman or, in his/her absence, by his/her deputy.
- (2) Announcements of the Supervisory Board shall be made by adding to the name of the company the words "DER AUFSICHTSRAT" (the Supervisory Board) and the signature of the Chairman or his/her deputy.

### § 14

#### Supervisory Board - Committees

- (1) The Supervisory Board may appoint one or more committees from among its members and determine their duties and powers; the committees may be appointed permanently or for individual tasks. The right to make decisions may also be delegated to the committees.
- (2) Pursuant to § 110 Para 4 sentence I of the Arbeitsverfassungsgesetz, the employee representatives on the Supervisory Board shall have the right - unless there are

statutory exceptions to this provision (cf. in particular § 110 Para 4 sentence 2 of the Arbeitsverfassungsgesetz) - to nominate members with seat and vote for committees of the Supervisory Board according to the ratio stipulated in § 110 Para I of the Arbeitsverfassungsgesetz.

- (3) More detailed provisions on the committees shall be laid down in the rules of procedure for the Supervisory Board. The Supervisory Board may also adopt its own rules of procedure for the committees.

## § 15

### Supervisory Board - Remuneration

- (1) All members of the Supervisory Board shall be reimbursed for reasonable cash expenses incurred in the performance of their duties.
- (2) The General Meeting may decide that the members of the Supervisory Board (cf. § 98 AktG in relation to § 110 Para 3 of the Arbeitsverfassungsgesetz) shall receive an attendance fee (meeting fee) when attending meetings of the Supervisory Board or of a committee. In addition, the General Meeting may determine an annual remuneration which shall be in accordance with the performance of the elected members of the Supervisory Board, their duties and with the situation of the company. In particular, consideration shall be given to whether a member of the Supervisory Board has chaired the Supervisory Board or served on a committee of the Supervisory Board. If the function of a member of the Supervisory Board begins or ends during the financial year, this remuneration shall be granted on a pro rata basis.
- (3) The General Meeting may ultimately decide on a special remuneration for an extraordinary activity of one of its members that goes beyond the general tasks of the Supervisory Board.

§ 16

General Meeting - Convening

- (1) The General Meeting of the company shall be held at the registered office of the company or in an Austrian provincial capital city.
- (2) The General Meeting shall be convened by the Management Board or by the Supervisory Board.
- (3) Shareholders whose combined shareholdings reach 5% of the share capital are entitled to request in writing that a General Meeting be convened, submitting the agenda and a proposal for a resolution on each item on the agenda. The request must be substantiated. The petitioners must have been holders of the shares for at least three months prior to the petition and must hold the shares until the decision regarding the petition.
- (4) The convening of an ordinary General Meeting shall be announced at the latest on the 28<sup>th</sup> day before the General Meeting. The convening of an extraordinary General Meeting shall be announced at the latest on the 21<sup>st</sup> day before the General Meeting.
- (5) The announcement of convening shall be made by publication in accordance with § 24 of the Articles of Incorporation. Insofar as legal provisions for the announcement of convening also exist in another form, these shall be observed.
- (6) Shareholders whose combined shareholdings reach 5% of the share capital may request in writing that items be placed on the agenda of the next General Meeting and announced. Each item on the agenda must be accompanied by a proposal for a resolution and the reasons for it. Those proposing must have held the shares for at least three months prior to the date of the proposal. Such a request shall only be considered if it is received by the company at the latest on the 21<sup>st</sup> day before an ordinary General Meeting, otherwise at the latest on the 19<sup>th</sup> day before the General Meeting.



- (7) For the purposes of this provision, a public holiday shall also include Saturdays, Good Friday and 24<sup>th</sup> and 31<sup>st</sup> of December.

§ 17

General Meeting — Attendance

- (1) The entitlement to attend the General Meeting and to exercise voting rights and other shareholder rights to be exercised at the General Meeting shall be based on the shareholding at the end of the tenth day before the day of the General Meeting (record date).
- (2) Shareholders who wish to participate in the General Meeting and exercise their voting rights must provide the company with timely proof of their shareholding as on the record date.
- (3) The shareholding on the record date shall be evidenced by a deposit certificate according to § 10a AktG, which must be received by the company no later than on the third working day prior to the General Meeting at the address stated for this purpose in the convening notice. The details for the transmission of the deposit confirmations shall be made public together with the convening notice. The convening notice may provide for the transmission of safe custody receipts by fax or by email (with the possibility to more precisely specify the electronic format in the convening notice).
- (4) The members of the Management Board and of the Supervisory Board shall be present at the General Meeting if at all possible. The auditor shall be present at the ordinary General Meeting. Members of the Management Board or Supervisory Board are permitted to attend via a two-way video and audio connection.



§ 18

General Meeting – Voting Rights

- (1) Each share shall carry one vote.
- (2) Exercising the voting right by proxy is possible; proxy granted in text form is sufficient if the declarant is named and the signature is reproduced; transmission by email or facsimile is possible, but transmission by SMS (short message service) is excluded.
- (3) If, in the period between the convening announcement of and holding of the General Meeting, a shareholder violates legal or stock exchange rules regarding the extent of their shareholding, the voting right of this shareholder at the General Meeting shall be suspended in its entirety.

§ 19

General Meeting - Chairing

- (1) The General Meeting shall be chaired by the Chairman of the Supervisory Board or his/her deputy. If neither of them is present, the notary public called in for notarisation shall chair the meeting for the election of the Chairman.
- (2) The Chairman of the meeting shall regulate the course of the General Meeting. He/She shall determine the order in which the speakers shall address the items on the agenda and may, to the extent permitted by law, decide on the grouping of related items to be voted on at one time, whilst also setting reasonable limits on speaking time, question time or combined speaking and question time for the entire course of the General Meeting for individual items on the agenda and for individual speakers at the beginning or during the course of the General Meeting and, to the extent necessary for the proper conduct of the General Meeting, order the end of the debate.

- (3) The Chairman shall preside over the proceedings and determine the form of exercise of the right to vote and the procedure for counting votes.

## § 20

### General Meeting - Scope

- (1) The ordinary General Meeting shall decide annually in the first eight months of the financial year on the distribution of the balance sheet profit, on the discharge of the members of the Management Board and of the Supervisory Board, on the election of the auditor and, in the cases provided for by law, on the adoption of the Annual Report.
- (2) The General Meeting shall also decide in the cases expressly stated in the law and in the Articles of Incorporation, in particular on the election and discharge of members of the Supervisory Board or the amendment of the Articles of Incorporation.
- (3) The General Meeting may only decide on matters of management if the Management Board or, if it concerns a transaction reserved for its approval according to § 95 Para 5 AktG, the Supervisory Board so demands.

## § 21

### General Meeting - Resolutions, Notarisation

- (1) The General Meeting shall decide on all matters assigned to it by law with binding force for the shareholders. Unless a larger majority is required by law, resolutions of the General Meeting shall require a simple majority of the votes cast and, in cases where a majority of the capital is required, a simple majority of the capital represented at the meeting.

- (2) Resolutions on the discharge of members of the Supervisory Board according to § 87 Para 8 AktG require a simple majority of the votes cast.
- (3) Resolutions on capital increase according to §§ 149-158 AktG, Articles of Incorporation amendments, except for the amendment of the object of the company, and resolutions on the issue of convertible bonds and participating bonds according to § 174 AktG, require a simple majority of the share capital represented at the time of the resolution.
- (4) If, when elections are held by the General Meeting, a simple majority of votes is not achieved at the first ballot, a run-off election shall be held between the two persons who received the most votes. In the event of a tie, the decision shall be made by drawing lots.
- (5) Each resolution of the General Meeting shall be valid only if the procedural minutes drawn up are notarised by an Austrian notary public.

## § 22

### Financial Year, Annual Report, Dividends

- (1) The financial year is the calendar year.
- (2) The Management Board shall, within the first five months of the financial year, prepare the annual balance sheet and the profit and loss account (Annual Report), the report of the Management Board and any required corporate governance report, and submit them to the Supervisory Board with a proposal for the distribution of profits.
- (3) The Supervisory Board shall review the Annual Report, the proposal for the appropriation of profits and the report, as well as the Corporate Governance Report, and report thereon to the General Meeting.

- (4) If the Supervisory Board approves the Annual Report, it shall be adopted unless the Management Board and the Supervisory Board decide for adoption by the General Meeting. The General Meeting shall be bound by the approved Annual Report.
- (5) The ordinary General Meeting shall decide annually on the appropriation of the balance sheet profit. The General Meeting may exclude all or part of the balance sheet profit from distribution contrary to the proposal for the appropriation of profit. The Management Board shall make any changes to the Annual Report that may become necessary as a result.
- (6) Any dividend declared by the General Meeting shall become payable ten days after the date of the resolution by the General Meeting, unless the General Meeting decides otherwise.
- (7) Dividends that are not paid within three years of their due date shall be forfeited to the company's legal reserve.

## § 23

### Auditing

- (1) The Annual Report and the report of the Management Board are to be audited by one or more expert assessors (auditors) before they are submitted to the Supervisory Board.
- (2) Only certified public accountants and tax advisers or firms of certified public accountants and tax advisers may be elected or appointed as auditors.
- (3) The auditor's report shall be submitted to the members of the Supervisory Board as required by law.



§ 24

Public Announcements

The company's public announcements shall be made in accordance with § 18 AktG. To the extent and as long as required by law, the company's public announcements shall be made in the "Wiener Zeitung" newspaper.

§25

Language Rules

- (1) Deposit confirmations must be issued in German or English.
  - (2) Likewise, legally effective written notices from shareholders or credit institutions are to be addressed to the company in German or English.
  - (3) The language of the General Meeting is German.
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