English Translation
Articles of Association of ams-OSRAM AG
Based on German version dated 6 August 2025

This English translation is provided for convenience only. In the event of any discrepancy or inconsistency between the German version and this English translation, the German version shall prevail.

ARTICLES OF ASSOCIATION

of

ams-OSRAM AG

Section 1

Company Name, Registered Office, Duration

(1) The corporate name of the Company is:

ams-OSRAM AG.

(2) The registered office of the Company is located in Unterpremstätten, Styria, Austria.

(3) The duration of the Company is not limited to a specific period of time.

Section 2

Corporate Purpose

(1) The purpose of the Company is the development, manufacture and distribution of electronic products, in particular integrated circuits (microsystems) and other microelectronic products, and the provision of services related thereto, the trading in such products and the brokerage of such transactions, as well as the acquisition of relevant production machinery and equipment.

(2) The Company is entitled to establish branch offices in Austria and abroad, to acquire interests in other enterprises in Austria and abroad, to acquire, establish and dispose of such enterprises, and to enter into all transactions, including joint ventures and consortium arrangements, that are suitable to promote the interests of the Company directly or indirectly; banking transactions are excluded. The Company is furthermore entitled to collect and process personal data by automated means.

Section 3

Share Capital and Shares

(1) The share capital of the Company amounts to EUR 998,443,940 (Euro nine hundred ninety-eight million four hundred forty-three thousand nine hundred forty). It is divided into 99,844,394 no-par value shares (Stückaktien), each of which participates in the share capital

to the same extent. All shares are bearer shares. Shareholders shall not be entitled to receive individual share certificates representing their shares.

(2) The share capital has been contributed as follows:

> (i) in respect of share capital with a nominal amount of EUR 980,875,536.52 (Euro nine hundred eighty million eight hundred seventy-five thousand five hundred thirty-six and fifty-two cents) by way of cash contributions;
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> (ii) in respect of a capital contribution with a nominal amount of EUR 6,557,124.48 (Euro six million five hundred fifty-seven thousand one hundred twenty-four and forty-eight cents) by way of a contribution in kind consisting of 5,854,335.72 shares in Texas Advanced Optoelectronic Solutions, Inc., a corporation incorporated under the laws of the State of Nevada, entity number C27730-1998, having its principal business address at 1001 Klein Road, Suite 300, Plano, Texas 75074, USA, contributed by Twilight S, LLC, a limited liability company organized under the laws of the State of Delaware, file number 4991479 with the Department of State, Division of Corporations of the State of Delaware, having its business address at 1001 Klein Road, Suite 300, Plano, Texas 75074, USA, as contributing shareholder pursuant to a Contribution and Subscription Agreement dated July 7, 2011, together with the agreements referred to therein; and
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> (iii) in respect of a capital contribution with a nominal amount of EUR 11,011,281.00 (Euro eleven million eleven thousand two hundred eighty-one) by way of a contribution in kind consisting of an aggregate of 358,025,367 shares and 33,332,743,782 preference shares in Heptagon Advanced Micro-Optics Pte. Ltd., a company incorporated under the laws of Singapore with registered address at 80 Robinson Road #02-00, Singapore 068898, contributed 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 à 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 shareholders pursuant to a Contribution and Subscription Agreement dated January 12, 2017, together with the agreements referred to therein.

(3) Bearer shares shall be represented by one or, if required, several global share certificates and deposited with a securities depository pursuant to Section 1(3) of the Austrian Depository Act (Depotgesetz) or with an equivalent foreign institution.

(4) The Management Board is authorized, subject to the approval of the Supervisory Board, to increase the share capital of the Company within five years after registration of the amendment to the Articles of Association with the Commercial Register, including in several tranches, against cash contributions and/or contributions in kind, by up to EUR 99,844,390.00 through the issuance of up to 9,984,439 new no-par value bearer shares, and to determine the issue price and the terms and conditions of issuance in agreement with the Supervisory Board (Authorized Capital 2025).

As a matter of principle, shareholders shall be granted subscription rights. The statutory subscription right may also be granted indirectly in such a manner that the capital increase is underwritten by a credit institution or a consortium of credit institutions with the obligation to offer the new shares to shareholders in accordance with their subscription rights (indirect subscription right pursuant to Section 153(6) Austrian Stock Corporation Act).

The statutory subscription rights of shareholders with respect to shares issued from Authorized Capital 2025 shall be excluded (direct exclusion of subscription rights) if and to the extent that the authorization is utilized through the issuance of shares against cash contributions in an aggregate amount of up to 10% of the share capital for the purpose of:

(i) excluding fractional amounts arising from an unfavorable subscription ratio from shareholders' subscription rights; and/or

(ii) satisfying over-allotment options (greenshoe options) granted to underwriting banks.

Furthermore, the Management Board shall be authorized, subject to the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights, in particular in the following cases:

i. to satisfy, to the extent required, convertible bonds, option bonds or bonds with conversion obligations (including profit participation rights) issued or to be issued by the Company or its subsidiaries (Section 189a no. 7 Austrian Commercial Code);

ii. to transfer shares to employees, executive employees and members of the Management Board of the Company or its subsidiaries (Section 189a no. 7 Austrian Commercial Code) for remuneration purposes;

iii. to increase the share capital against contributions in kind where such capital increase serves the purpose of acquiring, directly or indirectly, enterprises, parts of enterprises, interests in enterprises or other assets connected with an acquisition transaction;

iv. in the case of capital increases against cash contributions, if the exercise of this authorization is objectively justified at the time of exercise pursuant to the applicable statutory requirements.

The aggregate proportion of the share capital represented by shares issued on the basis of this authorization with the exclusion of shareholders' subscription rights against cash contributions and/or contributions in kind may not exceed 10% of the Company's share capital at the time the authorization was granted. All subscription and conversion rights relating to new shares granted under convertible bonds, exchangeable bonds or option bonds issued during the term of this authorization with exclusion of subscription rights and based on conditional capital resolved prior to the General Meeting of June 26, 2025 shall be counted towards this limit. The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issuance of shares under Authorized Capital 2025.

Section 4

Management Board, Rules of Procedure

(1) The Management Board of the Company shall consist of up to five members. The appointment of deputy members of the Management Board is permissible within this limit.

(2) The Supervisory Board shall adopt the rules of procedure for the Management Board, including the allocation of responsibilities among the members of the Management Board.

Section 5

Management, Representation of the Company

(1) The Management Board shall manage the affairs of the Company in accordance with the applicable laws, these Articles of Association, and the rules of procedure adopted by the Supervisory Board.

(2) If only one member of the Management Board has been appointed, such member shall represent the Company individually. If several members of the Management Board have been appointed, the Company shall be represented by two members of the Management Board acting jointly or by one member of the Management Board acting jointly with a holder of procuration (Prokurist). Within the scope of their statutory authority to represent the Company, two holders of procuration shall also represent the Company jointly.

(3) Deputy members of the Management Board shall have the same authority to represent the Company as regular members of the Management Board.

Section 6

Reports to the Supervisory Board

(1) At least once annually, the Management Board shall report to the Supervisory Board on fundamental issues of the Company's future business policy and shall present the anticipated development of the Company's assets, financial position and earnings on the basis of forecast calculations (Annual Report). Furthermore, the Management Board shall regularly, and at least quarterly, report to the Supervisory Board on the course of business and the state of the Company in comparison with the forecast calculations, taking into account future developments (Quarterly Report). Where circumstances of particular importance arise, the Chairperson of the Supervisory Board shall be informed without undue delay. The Supervisory Board shall also be informed without undue delay of circumstances of significant importance for the profitability or liquidity of the Company (Special Report). The Annual Reports and Quarterly Reports shall be submitted in writing and shall be explained orally upon request of the Supervisory Board. They shall be provided to each member of the Supervisory Board. Special Reports may be submitted either in writing or orally.

(2) The reports to be submitted by the Management Board to the Supervisory Board pursuant to Section 81 of the Austrian Stock Corporation Act (Aktiengesetz) shall provide information not only on the course of business and the situation of the Company but also on the planned business activities and future prospects of the enterprise and shall include consolidated quarterly financial statements.

(3) The Management Board shall be obliged to submit to the Supervisory Board, where practicable one year after the commencement of full operations of an investment project, a post-investment review if the investment expenditure exceeds the threshold amount determined by the Supervisory Board.

(4) The Management Board shall be obliged to submit to the Supervisory Board, simultaneously with the annual financial statements of the Company, consolidated financial statements for the preceding financial year.

(5) The Supervisory Board shall be entitled at any time to request from the Management Board additional reports regarding any matter concerning the Company and its group companies.

Section 7

Approval by the Supervisory Board

The Supervisory Board shall determine the transactions requiring its approval in addition to those cases prescribed by law and, where required by law, shall also determine the applicable monetary thresholds.

Section 8

Supervisory Board

(1) The Supervisory Board of the Company shall consist of not fewer than three and not more than eight members elected by the General Meeting, together with those members delegated in accordance with Section 110(1) of the Austrian Labour Constitution Act (Arbeitsverfassungsgesetz). The Supervisory Board shall consist of no more than twelve members in total.

(2) Unless the General Meeting resolves otherwise, members of the Supervisory Board shall be elected for the longest term permissible under Section 87(7) of the Austrian Stock Corporation Act, namely until the conclusion of the General Meeting that resolves on the discharge of the Supervisory Board for the fourth financial year following their election, whereby the financial year in which the election occurred shall not be counted.

(3) Any member of the Supervisory Board may resign from office by written notice to the Chairperson of the Supervisory Board. Such resignation shall take effect four weeks after receipt of the notice unless the resignation specifies another effective date.

(4) If elected members of the Supervisory Board leave office before the expiry of their term of appointment, a replacement election shall be held without undue delay only if the number of elected Supervisory Board members falls below three. The term of office of replacement members shall continue until the expiry of the term of office of the Supervisory Board members whom they replace.

(5) Re-election of retiring Supervisory Board members shall be permissible.

Section 9

Supervisory Board – Chairperson

(1) Immediately following its election, the Supervisory Board shall elect from among its members a Chairperson and a Deputy Chairperson under the chairmanship of the eldest member present.

(2) If the Chairperson or Deputy Chairperson ceases to hold office during a term of appointment, the Supervisory Board shall promptly elect a successor for the remainder of the term.

(3) Re-election shall be permissible.

(4) The Deputy Chairperson shall, when acting in place of the Chairperson, have the same rights and duties as the Chairperson.

Section 10

Supervisory Board – Meetings

(1) The Supervisory Board shall hold at least four meetings per year.

(2) Meetings of the Supervisory Board shall be convened by the Chairperson, or by the Management Board on behalf of the Chairperson, by registered letter, telefax, e-mail or telephone, stating the time, place and agenda of the meeting. Notice shall be given with a period of at least seven days between the date of convening and the date of the Supervisory Board meeting, sent to the most recently communicated address of each member. In urgent cases, the Chairperson of the Supervisory Board may shorten this notice period provided that no member of the Supervisory Board objects to such shortening within two days of receipt of the invitation.

(3) The required written documentation relating to each agenda item shall be made available in due time.

(4) If the Chairperson fails, within fourteen days, to comply with a written request to convene a meeting submitted by at least two members of the Supervisory Board or by the Management Board, specifying the purpose and reasons for the meeting, the requesting parties may convene the Supervisory Board themselves and shall inform the members accordingly of the underlying circumstances.

(5) Members of the Management Board shall attend all meetings of the Supervisory Board and its committees in an advisory capacity unless the Chairperson of the meeting decides otherwise.

(6) A Supervisory Board member who is unable to attend a meeting may authorize another Supervisory Board member in writing to act as his or her representative for that particular meeting. The represented Supervisory Board member shall not be counted for purposes of determining the quorum. The right to chair a meeting may not be delegated.

(7) Minutes shall be prepared for each meeting of the Supervisory Board. Such minutes shall record the essential course of the meeting and the resolutions adopted and shall be signed by the Chairperson of the meeting.

Section 11

Supervisory Board – Resolutions

(1) The Supervisory Board shall constitute a quorum if all members have been duly invited and at least one-half of the members, but in any event at least three members, including the Chairperson or the Deputy Chairperson, are personally present.

(2) The Chairperson shall determine the method of voting unless the Supervisory Board resolves otherwise.

(3) Resolutions of the Supervisory Board shall be adopted by a simple majority of the votes cast. In the event of a tie, the Chairperson shall have the casting vote.

(4) The Supervisory Board may adopt a resolution concerning a matter not included on the agenda only if all members of the Supervisory Board are present or represented and no member objects to the adoption of the resolution.

(5) In urgent cases, the Chairperson may initiate a vote in writing without convening a meeting of the Supervisory Board (circular resolution procedure), provided that no member of the Supervisory Board objects to such procedure in writing within one week after dispatch of the relevant documents. A resolution shall be deemed adopted if all members of the Supervisory Board were invited to vote and at least one-half of the members, but in any event at least three members, including the Chairperson or the Deputy Chairperson, have cast their votes. Votes shall be submitted in writing and transmitted to the Chairperson of the Supervisory Board by delivery, registered mail or telefax. Representation by another Supervisory Board member shall not be permitted in the circular resolution procedure.

Section 12

Supervisory Board – Duties

(1) The Supervisory Board shall supervise the Management Board in the conduct of the Company's business in accordance with statutory requirements.

(2) The Supervisory Board shall review the reports and proposals submitted by the Management Board and shall resolve upon the latter.

(3) The Supervisory Board shall examine the annual financial statements, the proposal for the appropriation of profits and the management report and shall report thereon to the General Meeting. Within two months after submission of the annual financial statements, the Supervisory Board shall declare its position thereon to the Management Board.

(4) All matters which the Management Board intends to submit to the General Meeting shall first be presented to the Supervisory Board.

(5) The Supervisory Board shall be obliged to convene a General Meeting whenever this is required in the interests of the Company.

(6) The Supervisory Board may resolve amendments to the Articles of Association that relate solely to their wording.

(7) The Supervisory Board shall adopt rules of procedure governing the exercise of its duties and responsibilities.

Section 13

Supervisory Board – Declarations and Announcements

(1) Declarations of intent made by the Supervisory Board shall be issued in its name by the Chairperson or, in the event of his or her incapacity or absence, by the Deputy Chairperson.

(2) Announcements made by the Supervisory Board shall be effected by adding the designation “THE SUPERVISORY BOARD” and the signature of the Chairperson or the Deputy Chairperson to the corporate name of the Company.

Section 14

Supervisory Board – Committees

(1) The Supervisory Board may appoint one or more committees from among its members and determine their duties and powers. Such committees may be established either on a permanent basis or for specific tasks. Decision-making powers may also be delegated to such committees.

(2) Employee representatives on the Supervisory Board shall, pursuant to Section 110(4) sentence 1 of the Austrian Labour Constitution Act (Arbeitsverfassungsgesetz), insofar as no statutory exceptions apply to such provision (in particular Section 110(4) sentence 2 of the Austrian Labour Constitution Act), be entitled to nominate members to committees of the Supervisory Board with voting and participation rights in accordance with the ratio stipulated in Section 110(1) of the Austrian Labour Constitution Act.

(3) Further provisions governing the committees shall be set forth in the Rules of Procedure of the Supervisory Board. The Supervisory Board may also adopt separate Rules of Procedure for individual committees.

Section 15

Supervisory Board – Remuneration

(1) All members of the Supervisory Board shall be reimbursed for reasonable out-of-pocket expenses incurred in connection with the performance of their duties.

(2) The General Meeting may resolve that members of the Supervisory Board (cf. Section 98 Austrian Stock Corporation Act in conjunction with Section 110(3) Austrian Labour Constitution Act) shall receive an attendance fee for participation in meetings of the Supervisory Board or one of its committees. In addition, the General Meeting may determine an annual remuneration which shall be commensurate with the services rendered by the elected members of the Supervisory Board, their responsibilities and the situation of the Company. In this context, particular consideration shall be given to whether a Supervisory Board member has served as Chairperson of the Supervisory Board or has served on a committee of the Supervisory Board. If the term of office of a Supervisory Board member

begins or ends during a financial year, such remuneration shall be granted on a pro rata basis.

(3) For extraordinary services rendered by a Supervisory Board member beyond the general duties of the Supervisory Board, the General Meeting may determine additional special remuneration.

Section 16

General Meeting – Convocation

(1) The General Meeting of the Company shall be held at the registered office of the Company or in the capital city of any Austrian federal province.

(2) The General Meeting shall be convened by the Management Board or by the Supervisory Board.

(3) Shareholders whose combined shareholdings represent at least 5% of the share capital shall be entitled to request in writing that a General Meeting be convened, provided that they submit an agenda and a proposed resolution for each agenda item. Such request shall state the reasons therefor. The applicants must have held their shares continuously for at least three months prior to submitting the request and must retain such shares until a decision on the request has been made.

(4) Notice convening an Ordinary General Meeting shall be published no later than the twenty-eighth day prior to the General Meeting. Notice convening an Extraordinary General Meeting shall be published no later than the twenty-first day prior to the General Meeting.

(5) Notice of the convening of a General Meeting shall be published in accordance with Section 25 of these Articles of Association. Any additional statutory requirements regarding the form of publication shall also be observed.

(6) Shareholders whose combined shareholdings represent at least 5% of the share capital may request in writing that items be added to the agenda of the next General Meeting and be duly announced. Each proposed agenda item shall be accompanied by a proposed resolution and a statement of reasons. The applicants must have held their shares continuously for at least three months prior to submitting the request. Such request shall only be valid if it is received by the Company no later than the twenty-first day prior to an Ordinary General Meeting or, in all other cases, no later than the nineteenth day prior to the General Meeting.

(7) For the purposes of this provision, Saturdays, Good Friday, and 24 December and 31 December shall also be deemed public holidays.

Section 17

Virtual General Meeting

(1) The Management Board is authorized, in accordance with the provisions of the Austrian Federal Act on the Conduct of Virtual Shareholders’ Meetings (VirtGesG) and these Articles of Association, to resolve on a case-by-case basis that General Meetings of the Company

held up to and including 30 June 2026 shall be conducted as virtual General Meetings, i.e., without the physical presence of the participants.

(2) The Management Board shall determine the form of the General Meeting, i.e., whether the General Meeting is held:

> (i) with the physical presence of the participants; or
>
> (ii) without the physical presence of the participants, either as a simple virtual General Meeting or as a moderated virtual General Meeting.

(3) The notice convening the virtual General Meeting, or corresponding information provided on the Company's website from the twenty-first day preceding the General Meeting, shall specify the organizational and technical requirements for participation in the virtual General Meeting.

(4) A moderated virtual General Meeting shall be conducted in accordance with Section 3 VirtGesG. The virtual General Meeting shall be transmitted to the participants audiovisually and in real time. The Management Board may resolve that the virtual General Meeting be broadcast to the public.

(5) During a moderated virtual General Meeting, shareholders shall have the opportunity to speak by means of electronic communication. If a shareholder is granted the floor by the Chairperson, such shareholder shall be given the opportunity to speak by means of video communication. The Chairperson shall determine the order of speakers and may also determine the deadline by which contributions may be made and questions submitted.

(6) In addition, the Company shall provide shareholders with an electronic means of communication, such as e-mail, through which questions and proposed resolutions may be submitted to the Company no later than the third business day prior to a simple virtual General Meeting or a moderated virtual General Meeting, or by any later deadline determined by the Company. Questions and proposed resolutions submitted via such communication channel shall either be read out during the virtual General Meeting or otherwise made available to shareholders in an appropriate manner, for example on the Company's website.

(7) In all votes at a moderated virtual General Meeting, shareholders may exercise their voting rights by means of electronic communication and may also, where applicable, lodge objections in such manner. Subject to technical feasibility, the Company may either:

> (i) establish and announce a dedicated e-mail address to which voting instructions or objections may be submitted; or
>
> (ii) provide a dedicated electronic voting system or a corresponding function on the Company's website (General Meeting Portal / HV Portal) for the exercise of voting rights or the submission of objections.

The Management Board shall further be authorized to permit shareholders to cast their votes electronically, for example by e-mail, up to a specified date prior to the General Meeting. Shareholders who have cast their votes in advance may revoke their vote and, where applicable, cast a new vote until the time of voting at the virtual General Meeting. In all other respects, Section 126 of the Austrian Stock Corporation Act shall apply mutatis mutandis.

(8) For virtual General Meetings, the Company shall, at its own expense and in accordance with the statutory provisions applicable on the date of the General Meeting, make available at least one suitable independent special proxy representative whom shareholders may authorize to submit motions, exercise voting rights and, where applicable, lodge objections during the virtual General Meeting.

Section 18

General Meeting – Participation

(1) The right to participate in the General Meeting and to exercise voting rights and any other shareholder rights to be exercised at the General Meeting shall be determined by the shareholder's shareholding at the end of the tenth day preceding the date of the General Meeting (Record Date).

(2) Shareholders wishing to participate in the General Meeting and exercise their voting rights must provide timely evidence of their shareholding as of the Record Date.

(3) Share ownership as of the Record Date shall be evidenced by a deposit confirmation (Depotbestätigung) pursuant to Section 10a of the Austrian Stock Corporation Act, which must be received by the Company at the address specified in the notice convening the General Meeting no later than the third business day prior to the General Meeting. The details regarding the transmission of deposit confirmations shall be announced together with the notice convening the General Meeting. The notice may provide for the transmission of deposit confirmations by telefax or e-mail, whereby the electronic format may be specified in greater detail in the notice.

(4) Members of the Management Board and the Supervisory Board should, whenever possible, attend the General Meeting. The statutory auditor shall attend the Annual General Meeting. Attendance of members of the Management Board or the Supervisory Board by means of an audio-visual two-way communication link shall be permitted.

Section 19

General Meeting – Voting Rights

(1) Each share shall confer one vote.

(2) Voting rights may be exercised by proxy. A proxy granted in text form shall be sufficient provided that the principal is identified and the signature is reproduced. Transmission by e-mail and telefax shall be permissible. Transmission by SMS (Short Message Service) shall be excluded.

(3) If, during the period between publication of the notice convening the General Meeting and the date of the General Meeting, a shareholder violates statutory disclosure obligations or disclosure obligations provided for under stock exchange regulations relating to the extent of its shareholding, the voting rights attached to such shareholder's shares shall be suspended in their entirety for the purposes of the General Meeting.

Section 20

General Meeting – Chair

(1) The General Meeting shall be chaired by the Chairperson of the Supervisory Board or, in his or her absence, by the Deputy Chairperson. If neither of them is present, the notary public appointed to record the minutes of the meeting shall conduct the General Meeting for the purpose of electing a chairperson of the meeting.

(2) The chairperson of the meeting shall regulate the proceedings of the General Meeting.

The chairperson shall determine the order of speakers and the sequence in which agenda items are dealt with and may, to the extent permitted by law, combine substantively related items for a single vote, impose reasonable limits on speaking time, impose reasonable limits on question time, impose reasonable limits on the aggregate duration of speaking and question time for the entire General Meeting, impose such limits for individual agenda items or individual speakers at the beginning of or during the General Meeting, and close the debate where this is necessary for the orderly conduct of the General Meeting.

(3) The chairperson shall conduct the deliberations and determine the manner in which voting rights are exercised as well as the procedure for counting votes.

Section 21

General Meeting – Powers

(1) The Annual General Meeting shall, in each financial year and within the first eight months thereof, resolve on the appropriation of the distributable profit shown in the financial statements, the discharge of the members of the Management Board and the Supervisory Board, the election of the statutory auditor and, in cases provided by law, the adoption of the annual financial statements.

(2) Furthermore, the General Meeting shall resolve on matters expressly specified by law and these Articles of Association, in particular on the election and removal of members of the Supervisory Board and on amendments to the Articles of Association.

(3) The General Meeting may resolve on matters relating to the management of the Company only if the Management Board so requests or, where the matter is one which requires the approval of the Supervisory Board pursuant to Section 95(5) of the Austrian Stock Corporation Act (Aktiengesetz), upon request of the Supervisory Board.

Section 22

General Meeting – Resolutions and Notarial Recording

(1) The General Meeting shall adopt binding resolutions for the shareholders on all matters assigned to it by law. Unless mandatory law requires a larger majority, resolutions of the General Meeting shall be adopted by a simple majority of the votes cast and, where a capital majority is required, by a simple majority of the share capital represented at the time of the resolution.

(2) Resolutions concerning the removal of members of the Supervisory Board pursuant to Section 87(8) of the Austrian Stock Corporation Act shall require a simple majority of the votes cast.

(3) Resolutions concerning capital increases pursuant to Sections 149 to 158 of the Austrian Stock Corporation Act, amendments to the Articles of Association, except amendments to the corporate purpose of the Company, and the issuance of convertible bonds and profit participation bonds pursuant to Section 174 of the Austrian Stock Corporation Act, shall require a simple majority of the share capital represented at the time the resolution is adopted.

(4) If a simple majority of votes is not achieved in the first ballot during an election conducted by the General Meeting, a run-off election shall be held between the two persons who received the highest number of votes. In the event of a tie, the decision shall be made by lot.

(5) Every resolution of the General Meeting shall, in order to be valid, be recorded in a notarial deed prepared by an Austrian civil-law notary public regarding the proceedings of the meeting.

Section 23

Financial Year, Annual Financial Statements, Dividend

(1) The financial year shall be the calendar year.

(2) Within the first five months of each financial year, the Management Board shall prepare for the preceding financial year the statement of financial position (balance sheet), the statement of profit and loss (annual financial statements), the management report, and, where applicable, a Corporate Governance Report, and shall submit these documents together with a proposal regarding the appropriation of profits to the Supervisory Board.

(3) The Supervisory Board shall examine the annual financial statements, the proposal for the appropriation of profits, the management report and the Corporate Governance Report and shall report thereon to the General Meeting.

(4) If the Supervisory Board approves the annual financial statements, such annual financial statements shall be deemed adopted unless the Management Board and the Supervisory Board resolve to submit them to the General Meeting for adoption. The General Meeting shall be bound by the adopted annual financial statements.

(5) The Annual General Meeting shall each year resolve on the appropriation of the distributable profit. The General Meeting may, contrary to the proposal for the appropriation of profits, exclude all or part of the distributable profit from distribution. Any amendments to the annual financial statements required as a consequence thereof shall be made by the Management Board.

(6) Unless the General Meeting resolves otherwise, a dividend approved for distribution by the General Meeting shall become due ten days after the adoption of the relevant resolution.

(7) Dividends not collected within three years after becoming due shall be forfeited in favour of the statutory reserve of the Company.

Section 24

Audit

(1) The annual financial statements and the management report shall be audited by one or more qualified auditors (statutory auditors) before being submitted to the Supervisory Board.

(2) Only certified public accountants and tax advisers (Beeidete Wirtschaftsprüfer und Steuerberater) or audit and tax advisory firms may be elected or appointed as statutory auditors.

(3) The statutory auditor's audit report shall be submitted to the members of the Supervisory Board in accordance with the applicable statutory provisions.

Section 25

Publications

Publications of the Company shall be made through the Electronic Publication and Information Platform of the Federal Government (Elektronische Verlautbarungs- und Informationsplattform des Bundes – EVI) to the extent and for so long as such publication is mandatorily required under the Austrian Stock Corporation Act. In all other respects, publications of the Company shall be made in accordance with the applicable legal requirements.

Section 26

Language Provisions

(1) Deposit confirmations (Depotbestätigungen) shall be issued either in the German or the English language.

(2) Legally valid written communications from shareholders and from credit institutions addressed to the Company shall likewise be submitted either in the German or the English language.

(3) The language of the proceedings at the General Meeting shall be German.