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**Articles of Association of  
Knorr-Bremse Aktiengesellschaft**

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## **I. General provisions**

### **§1**

#### **Company, registered office**

- (1) The company is called Knorr-Bremse Aktiengesellschaft.
- (2) It has its registered office in Munich.

### **§2**

#### **Subject of the company**

- (1) The subject of the company is to manage a group of companies that operate in the mechanical engineering, electrical, electronics and hydraulics industries and in related areas. This includes in particular research into and development, production and distribution of braking and other control systems for rail, commercial and other vehicles, train door and platform door systems, air conditioning systems, power converters, other electrical components, torsional vibration dampers for combustion engines for motor vehicles and ships and other equipment for rail and commercial vehicle traffic as well as parts, additions and accessories for the products mentioned.
- (2) The company can also operate itself in the areas mentioned in paragraph (1).
- (3) The company is authorized to take all actions and measures and can conduct all business that are related to the subject of the company specified in paragraphs (1) and (2) or that appear to serve it directly or indirectly.
- (4) The company can establish, operate, acquire or participate in other companies in Germany and abroad, in particular those whose corporate subjects extend wholly or partially to the areas mentioned in paragraph (1), as well as manage such companies or limit itself to the administration of the participation. It may have its operations and the investments it holds managed in whole or in part by affiliated companies, or transfer or outsource them to such companies, and conclude company agreements. The company may also establish branches and permanent establishments in Germany and abroad.

- (5) The company may restrict its activities to some of the areas specified in paragraphs (1) and (2).

### **§3**

#### **Financial year**

The financial year of the company begins on January 1st and ends on December 31st of each year.

### **§4**

#### **Announcements and transmission of information**

- (1) The company's announcements are made in the Federal Gazette.
- (2) The company is entitled to transmit information to shareholders and other holders of the company's securities by means of remote data transmission, to the extent permitted by law.

## **II. Share capital and shares**

### **§5**

#### **Share capital and shares**

- (1) The company's share capital amounts to EUR 161,200,000.00 (in words: One hundred and sixty-one million and two hundred thousand euros).
- (2) The share capital is divided into 161,200,000 shares (shares without par value).

The shares are bearer shares.

- (3) The shareholder's right to have his share certified is excluded to the extent that this is legally permissible and certification is not required under the rules applicable on a stock exchange on which the share is admitted. The company is entitled to issue certificates for individual shares (individual certificates) or for several shares (collective certificates). The shareholder's right to the issue of profit-sharing and renewal certificates is also excluded.

- (4) The form and content of share certificates and any profit-sharing and renewal certificates are determined by the Board of Directors. The same applies to bonds and interest coupons.

## **§6**

### **Authorized capital**

- (1) The Management Board is authorized to increase the Company's share capital in the period up to May 4, 2028, with the approval of the Supervisory Board, once or several times by a total of up to EUR 32,240,000.00 by issuing up to 32,240,000 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2023). The new shares participate in profits from the beginning of the financial year in which they are issued. To the extent legally permissible, the Management Board, with the approval of the Supervisory Board, may deviate from this and from Section 60 para. 2 AktG and stipulate that the new shares participate in profits from the beginning of a financial year that has already ended and for which no resolution of the Annual General Meeting on the use of the retained profits has been passed at the time of their issue.
- (2) The new shares must generally be offered to shareholders for subscription; they can also be taken over by credit institutions or companies within the meaning of Section 186 para. 5 Sentence 1 AktG with the obligation to offer them to shareholders for subscription (indirect subscription right).
- (3) The Management Board is authorized to exclude the shareholders' subscription right in whole or in part with the approval of the Supervisory Board,
- (i) in order to utilize fractional amounts while excluding the subscription right;
  - (ii) in the case of capital increases against contributions in kind, in particular in the context of corporate mergers or for the purpose of (also indirect) acquisition of companies, parts of companies, holdings in other companies or other assets or claims to the acquisition of assets, including claims against the company or its group companies within the meaning of Section 18 AktG;
  - (iii) in the case of a capital increase against cash contributions in accordance with Section 186 Paragraph 3 Sentence 4 AktG, if the issue price of the new shares is not significantly lower than the stock exchange price of the company's shares already listed at the time of the final determination of the issue price, which should take place as soon as possible after the shares are placed, within the meaning of Section 203 paragraphs 1 and 2, Section 186 para. 3 Sentence 4 AktG, and the proportion of the share capital attributable to the new shares does not exceed 10% of the company's share capital either at the time this authorization takes effect or at the time the authorization is exercised.

The proportionate amount of the share capital attributable to shares that are sold during the term of the Authorized Capital 2023 on the basis of an authorization to sell own shares in accordance with Section 71 Para. 1 No. 8 Sentence 5 and Section 186 Para. 3 Sentence 4 AktG, excluding subscription rights, is to be taken into account in this limitation of 10% of the share capital. The proportionate amount of the share capital attributable to shares that are issued during the term of the Authorized Capital 2023 on the basis of other authorizations to issue shares in the company, excluding shareholders' subscription rights in direct or corresponding application of Section 186 para. 3 Sentence 4 AktG, is also to be taken into account. Furthermore, the proportionate amount of the share capital attributable to the shares that can or are to be issued to service bonds with conversion or option rights or with conversion or option obligations must be taken into account, provided that the bonds are issued during the term of the Authorized Capital 2023 with the exclusion of shareholders' subscription rights in corresponding application of Section 186 para. 3 Sentence 4 AktG;

- (iv) and (a) to the extent that it is necessary to service acquisition obligations or acquisition rights to Knorr-Bremse shares arising from or in connection with option and/or convertible bonds and/or profit participation rights with option and/or conversion rights and/or obligations issued by the Company or its group companies, and (b) to the extent that it is necessary to protect against dilution in order to grant the holders or creditors of option and/or convertible bonds and/or profit participation rights with option and/or conversion rights and/or obligations (or combinations of these instruments) issued by the Company or its group companies subscription rights to shares in the Company to the extent that they would be entitled to them as shareholders after exercising the option or conversion rights or after fulfilling option or conversion obligations.

The sum of (i) the shares to be issued from conditional capital under bonds that are issued under exclusion of subscription rights following an authorization granted by the Company's Annual General Meeting, and (ii) the shares that are issued from the Authorized Capital 2023 during the term of this authorization under exclusion of subscription rights, may not exceed a pro rata amount of the share capital of EUR 16,120,000.00 (this corresponds to 10% of the share capital of EUR 161,200,000.00 at the time of the authorization).

- (4) The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increases from the Authorized Capital 2023 and their implementation, in particular the further content of the share rights and the conditions of the share issue.
- (5) The Supervisory Board is authorized to amend the wording of Section 6 of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2023 and after the expiry of the authorization period.

## **§7**

### **Conditional capital**

- (1) The Company's share capital is conditionally increased by up to EUR 16,120,000.00 through the issue of up to 16,120,000 new no-par value bearer shares (Conditional Capital 2023). The conditional capital increase will only be carried out to the extent that conversion or option rights are exercised on the basis of convertible or option bonds, profit participation rights or profit-sharing bonds (or combinations of these instruments), each with conversion or option rights or conversion or option obligations, which are issued by Knorr-Bremse Aktiengesellschaft or group companies of Knorr-Bremse Aktiengesellschaft within the meaning of Section 18 AktG on the basis of the authorization resolved by the Annual General Meeting on May 5, 2023 until May 4, 2028, or if holders of bonds obliged to convert or exercise options fulfill their obligation to convert or exercise options, or if the company exercises its right to grant the holders of the respective partial bonds no-par value shares in the company in whole or in part instead of paying the amount of money due when the bonds mature, and to the extent that no other forms of fulfillment are used. The new shares will be issued at the conversion or option price to be determined in accordance with the authorization resolution referred to above. The new shares issued will participate in profits from the beginning of the financial year in which they are created; insofar as legally permissible, the Management Board may, with the approval of the Supervisory Board, determine that the new shares will participate in profits from the beginning of the financial year for which no resolution of the Annual General Meeting on the use of the retained profit has been passed at the time of exercising the conversion or option right or fulfilling the conversion or option obligation.

- (2) The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

### **III. Management board**

#### **§8**

##### **Composition and rules of procedure**

- (1) The Management Board of the company consists of at least two people. In addition, the Supervisory Board determines the number of members of the Management Board. The Supervisory Board may appoint a Chairman of the Management Board and a Deputy Chairman of the Management Board.
- (2) If the Supervisory Board does not issue rules of procedure for the Management Board, the Management Board shall issue its own rules of procedure by unanimous resolution of all Management Board members, which shall require the approval of the Supervisory Board.

#### **§9**

##### **Management and representation**

- (1) The Management Board manages the company under its own responsibility. The Management Board members are obliged to the company to comply with the restrictions that the Annual General Meeting, the Articles of Association, the Supervisory Board or the rules of procedure have set for management powers within the framework of the statutory provisions.
- (2) The company is represented by two members of the Management Board or one member of the Management Board in conjunction with an authorized signatory.
- (3) The Supervisory Board can determine that individual or all members of the Management Board are exempt from the prohibition of entering into legal transactions in the name of the company with themselves as representatives of a third party (exemption from the prohibition of multiple representation under Section 181 2nd alt. BGB); German Civil Code (BGB); Section 112 AktG remains unaffected. In addition, the company is represented by authorized signatories or other authorized signatories as further specified by the Management Board.

#### **IV. Supervisory board**

##### **§10**

##### **Composition, term of office and resignation**

- (1) The Supervisory Board consists of twelve members, namely six members elected by the Annual General Meeting and six members whose election is governed by the Co-Determination Act.
- (2) The members of the Supervisory Board are appointed until the end of the Annual General Meeting, unless the term of office is otherwise determined at the time of election, which decides on the discharge for the fourth financial year after the start of the term of office. The financial year in which the term of office begins is not included. A replacement election for a member who retires before the end of his term of office is held for the remainder of the term of office of the retiring member. The same applies if a replacement election becomes necessary due to a contested election.
- (3) The general meeting can simultaneously appoint replacement members for the supervisory board members it elects, who will replace shareholders' supervisory board members who retire early or who have been eliminated due to a contested election in an order to be determined at the time of the election. A replacement member takes the place of the retiring member, his office expires at the end of the next general meeting at which a replacement election takes place in accordance with paragraph (2) above, but at the latest upon expiry of the term of office of the retiring supervisory board member. If the replacement member who retires as a result of a replacement election was appointed for several supervisory board members, his position as a replacement member is reinstated. The election of substitute members for the members of the Supervisory Board representing the employees is governed by the Co-determination Act.
- (4) The members and substitute members of the Supervisory Board may resign from office by submitting a written declaration to the Chairman of the Supervisory Board or, in the case of resignation by the Chairman of the Supervisory Board, to his deputy, with a period of notice of four weeks, unless the resignation is for good cause, which is possible with immediate effect.



The Chairman of the Supervisory Board or, in the case of resignation by the Chairman of the Supervisory Board, his deputies may agree to a shortening of the period of resignation or to a waiver of the period of resignation.

## **§11**

### **Chairman and deputy**

- (1) The Supervisory Board shall elect a chairman and two deputies from among its members in accordance with the Co-determination Act. The election shall take place at a meeting following the Annual General Meeting at which the Supervisory Board members representing the shareholders have been elected; this meeting does not require a special convening.
- (2) The term of office of the Chairman and his deputies shall correspond to their term of office as a member of the Supervisory Board, unless a shorter term of office is determined at the time of the election.
- (3) If the chairman or a deputy resigns from office before the end of their term of office, the supervisory board must immediately hold a replacement election from among its members for the remainder of the term of office of the person who resigns.
- (4) The election of the chairman or a deputy may only be revoked for good cause. A good cause is also deemed to be if the chairman or a deputy is permanently prevented from carrying out his office. The provisions of the Co-Determination Act on their election apply accordingly to the revocation of the election of the chairman and a deputy.
- (5) The chairman's deputies have the rights and duties of the chairman if the latter is prevented from doing so, but with the exception of the second vote to which the chairman is entitled under the Co-Determination Act or these Articles of Association and unless the law, the Articles of Association or the rules of procedure of the supervisory board provide otherwise.
- (6) If the chairman and his deputy are prevented from performing their duties, these duties must be taken over for the duration of the prevention by the most senior member of the supervisory board or, if they have the same length of service, by the oldest member of the supervisory board who is not prevented from doing so. He is not entitled to the second vote.

## **§12**

### **Declarations of the supervisory board**

- (1) Declarations of the Supervisory Board and its committees can be made by the Chairman on behalf of the Supervisory Board.
- (2) The Chairman is authorized to accept declarations on behalf of the Supervisory Board.

## **§13**

### **Duties and powers**

- (1) The Supervisory Board has all the duties and rights assigned to it by law and the Articles of Association.
- (2) The Supervisory Board shall determine in the rules of procedure for the Management Board or the Supervisory Board or by resolution that certain transactions or types of transactions may only be carried out with its consent.
- (3) The Supervisory Board can grant revocable consent to a certain range of transactions in general or in advance in the event that the individual transaction meets certain requirements.
- (4) The Supervisory Board is authorized to resolve changes to the Articles of Association that only affect their suitability.

## **§14**

### **Rules of procedure**

The Supervisory Board adopts rules of procedure within the framework of the mandatory legal provisions and the provisions of these Articles of Association.

## **§15**

### **Meetings, resolutions and minutes**

- (1) The meetings of the Supervisory Board are convened by the Chairman with a notice period of at least fourteen days, whereby the day the invitation is sent and the day of the meeting are not included.

This period can be shortened in urgent cases. The meeting can be called in writing, verbally, by telephone, by fax, by email or by other common means of communication. In addition, the statutory provisions and the rules of procedure for the Supervisory Board apply to the calling of the Supervisory Board.

- (2) The meetings of the Supervisory Board are chaired by the Chairman. The Supervisory Board can regulate the details in its rules of procedure.
- (3) At the instruction of the Chairman or with the consent of all members of the Supervisory Board, meetings can also be held in the form of a telephone conference or by means of electronic means of communication (in particular video conference) and individual Supervisory Board members can join by telephone or by other electronic means of communication (in particular video transmission). The Supervisory Board can regulate the details in its rules of procedure.
- (4) Resolutions of the Supervisory Board are usually made in meetings. Absent Supervisory Board members can also participate in the Supervisory Board's decision-making by having written votes submitted by another Supervisory Board member. A resolution on items on the agenda that were not included in the invitation and were not communicated up to three days before the meeting is only permissible if no member of the Supervisory Board objects to the vote. This notice period can be shortened in urgent cases. Absent members must be given the opportunity to object to the resolution or to cast their vote in writing, verbally, by telephone, by fax, by email or by other common means of communication within a reasonable period of time to be determined by the Chairman of the Supervisory Board. The resolution only becomes effective if no absent member of the Supervisory Board has objected within the period of time. Members of the Supervisory Board who join by telephone or by electronic means of communication are deemed to be present.
- (5) Resolutions can also be passed outside of meetings in writing, verbally, by telephone, by fax, by email or by other common means of communication, in a combination of the aforementioned forms and in a combination of a meeting and a resolution outside of a meeting if the Chairman of the Supervisory Board orders this within a reasonable period of time or if all Supervisory Board members participate in the decision-making process. Members who abstain from voting when the resolution is passed participate in the decision-making process for this purpose.

- (6) The Supervisory Board has a quorum if at least half of the members of which it must consist participate in the decision-making process. Absent Supervisory Board members or members who are not connected by telephone or electronic means of communication (in particular video conference) and who cast their vote in accordance with paragraph (4) or paragraph (5) as well as members who abstain from voting when the resolution is passed participate in the decision-making process for this purpose.
- (7) Unless the law stipulates otherwise, Supervisory Board resolutions are passed by a simple majority of the votes cast.

In this sense, abstentions are not considered votes cast. If a vote in the Supervisory Board results in a tie, the Chairman of the Supervisory Board has two votes in a further vote on the same matter, even if this also results in a tie. Section 108 para. 3 AktG also applies to the casting of the second vote.

- (8) The Chairman may cancel or postpone a meeting that has been called at his or her own discretion.
- (9) Minutes must be taken of the resolutions and meetings of the Supervisory Board, which must be signed by the chair of the respective meeting or, in the case of paragraph (5), by the Chairman of the Supervisory Board. The rules of procedure of the Supervisory Board determine the details.

## **§16**

### **Committees of the supervisory board**

- (1) The Supervisory Board can form committees from among its members and assign them certain tasks and, to the extent permitted by law, decisions.
- (2) In any case, immediately after the election of the Chairman of the Supervisory Board and his deputies, the Supervisory Board forms the committee to be formed in accordance with paragraph 27 (3) of the Co-Determination Act ("Mediation Committee"). The Mediation Committee carries out the task specified in paragraph 31 (3) sentence 1 of the Co-Determination Act.

- (3) If a vote in the committee results in a tie, the Chairman of the Supervisory Board has two votes in a renewed vote on the same matter, provided he is the Chairman of the Committee - except in the committee pursuant to paragraph 27 (3) of the Co-Determination Act (Mediation Committee). The prerequisite for this is that the committee consists of the same number of supervisory board members representing shareholders and employees. The second vote can also be cast by means of a written vote.
- (4) In addition, the provisions in § 15 apply accordingly to the procedure of the committees, unless the Supervisory Board stipulates otherwise in the rules of procedure or when forming the committee.

### **§17**

#### **Duty of confidentiality**

- (1) Every member of the supervisory board is obliged to maintain confidentiality regarding all confidential information and secrets of the company, in particular trade or business secrets, which he has become aware of through his work on the Supervisory Board, and not to use or exploit them for other purposes.
- (2) This also applies after his term as a member of the Supervisory Board has ended. When the term of office expires, all documents must be returned to the company.
- (3) If a member of the supervisory board wishes to pass on information to third parties which cannot be ruled out with certainty as confidential or concerning secrets of the company, he is obliged to inform the chairman of the supervisory board beforehand and give him the opportunity to comment.

### **§18**

#### **Remuneration of the supervisory board**

- (1) The members of the Supervisory Board, with the exception of the Chairman and the Deputy Chairman, receive a basic remuneration of EUR 100,000.00 for the respective financial year of the company; the Chairman of the Supervisory Board receives a basic remuneration of EUR 300,000.00 for the respective financial year of the company and each Deputy Chairman receives a basic remuneration of EUR 150,000.00.

for their work in the committees of the Supervisory Board

- (i) the Chairman of the Presidium receives EUR 90,000.00, each other member of the Presidium receives EUR 30,000.00;
  - (ii) the Chairman of the Audit Committee receives EUR 120,000.00, each other member of the Audit Committee receives EUR 40,000.00;
  - (iii) from the establishment of the Strategy Committee on May 1, 2021, the Chairman of the Strategy Committee will receive EUR 120,000.00, and each other member of the Strategy Committee will receive EUR 40,000.00.
- (2) Supervisory Board members who have not been a member of the Supervisory Board or a committee for a full financial year or who have not chaired the committee will receive remuneration pro rata, rounded up to full months.
  - (3) In addition, the members of the Supervisory Board will receive an attendance fee of EUR 1,000 for each meeting of the Supervisory Board or its committees attended. Attendance at a meeting also includes participation by telephone, video conference or using similar common means of communication. If several meetings take place on the same day, the attendance fee will only be paid once. The annual attendance fee is limited to a maximum of 9.9% of the total remuneration of the respective Supervisory Board member in the respective year.
  - (4) The remuneration is payable after the end of the Annual General Meeting that receives the annual financial statements for the past financial year or decides on their approval.
  - (5) The members of the Supervisory Board are included in a financial loss liability insurance policy maintained by the Company in the interest of the Company at an appropriate level for members of the executive bodies and certain employees of the Knorr-Bremse Group (so-called "D&O insurance"), if such insurance exists. The Company pays the premiums for this.
  - (6) The Company reimburses the Supervisory Board members for reasonable expenses incurred in the exercise of their office.
  - (7) The VAT is reimbursed by the Company if the Supervisory Board members are entitled to invoice the VAT separately to the Company and they exercise this right.

**§19**  
**Honorary chairman**

The Supervisory Board can elect individuals who have rendered outstanding services to the interests of the Company as Honorary Chairmen of the Supervisory Board.

**V. General meeting**

**§20**  
**Location and convening; virtual annual general meeting**

- (1) The annual general meeting will take place at the company's registered office or in another German city with more than 100,000 inhabitants.
- (2) The annual general meeting will be convened by the Management Board, subject to the statutory convening rights of the supervisory board and a minority of shareholders.
- (3) The annual general meeting must be convened at least thirty days before the day of the annual general meeting, unless the law provides for a different period. The day of the convening is not included. The minimum period is extended by the days of the registration period in § 21(2).
- (4) The management board is authorized to provide that the annual general meeting is held without the physical presence of the shareholders or their representatives at the location of the annual general meeting (virtual annual general meeting). The authorization applies to the holding of virtual annual general meetings within a period of two years after the entry of this provision of the articles of association in the company's commercial register.

**§21**  
**Participation and voting rights**

- (1) Shareholders who have previously registered with the company for the general meeting and provide proof of their entitlement are entitled to participate in the general meeting and to exercise their voting rights. Eligibility is proven by proof of share ownership issued by the final intermediary. The proof must refer to the close of business on the twenty-second day before the general meeting.

- (2) The registration and proof of entitlement must be received by the company at the address provided for this purpose in the invitation in text form (Section 126b German Civil Code) or by another electronic means to be specified by the company and in German or English at least six days before the general meeting. The invitation may stipulate a shorter period, measured in days. The day of the general meeting and the day on which the registration is received are not included in the calculation.
- (3) The voting right can be exercised by authorized representatives. The granting of power of attorney, its revocation and proof of authorization to the company must be in text form (Section 126 b German Civil Code), unless simplifications are specified in the invitation. The details for the granting of power of attorney, its revocation and its proof to the company will be announced when the general meeting is convened. Section 135 AktG remains unaffected.
- (4) The Management Board is authorized to provide that shareholders can participate in the general meeting without being present at the meeting location and without an authorized representative and can exercise all or some of their rights in whole or in part by means of electronic communication (electronic participation). If the Management Board makes use of this authorization, it will announce the details of the procedure when convening the general meeting. Shareholders who attend the General Meeting in accordance with sentence 1 are not entitled to object to and/or contest the resolutions of the General Meeting.
- (5) The Management Board is authorized to provide that shareholders may cast their votes in writing or by means of electronic communication (postal vote) even without attending the meeting. If the Management Board makes use of this authorization, it will announce the details of the procedure when convening the general meeting.
- (6) Members of the Supervisory Board may attend the Annual General Meeting by means of video and audio transmission in coordination with the Chairman of the Supervisory Board if the Supervisory Board member concerned is unable to attend physically at the location of the General Meeting, if the Supervisory Board member is resident abroad or if attendance at the location of the General Meeting would involve an unreasonably long travel time, or if the General Meeting is held as a virtual General Meeting without the physical presence of the shareholders or their representatives at the location of the General Meeting.



## **§22**

### **Management and procedure of the general meeting**

- (1) The general meeting is chaired by the chairman of the supervisory board or another chairman appointed by the supervisory board. If none of these persons takes the chair, the chairman is elected by the shareholder representatives present.
- (2) The chairman chairs the meeting. He determines the order in which the items on the agenda are dealt with, as well as the type, form and order of voting.
- (3) The board of directors is authorized to permit the video and audio transmission of the general meeting, either in part or in full, in a manner determined by him.
- (4) The chairman can determine the order in which speeches are made and appropriately restrict the shareholders' right to ask questions and speak. In particular, he can set the time frame for the entire course of the meeting or for the discussion on individual items on the agenda, as well as the speaking and question time in general or for individual speakers, at the beginning or during the general meeting; this includes in particular the possibility of closing the list of people requesting to speak early if necessary and ordering the end of the debate.

## **§23**

### **Resolutions**

- (1) Each share grants one vote at the General Meeting.
- (2) The resolutions of the General Meeting are passed by a simple majority of the votes cast and, if a capital majority is required, by a simple majority of the share capital represented when the resolution is passed, unless the law or the Articles of Association stipulate otherwise. If the votes are tied, a motion is deemed to be rejected. This does not apply to elections.

## **VI. Annual financial statements and appropriation of profits**

### **§24**

#### **Annual financial statements and consolidated financial statements**

The Management Board must prepare the annual financial statements and the management report for the previous financial year in the first three months of the financial year and, if required by law, the consolidated financial statements and the consolidated management report and submit them to the Supervisory Board and the auditor for review without delay. At the same time, it must submit to the Supervisory Board the proposal it intends to make to the General Meeting for the appropriation of the balance sheet profit.

### **§25**

#### **Appropriation of profits and ordinary general meeting**

- (1) The general meeting decides annually in the first eight months of the financial year on the appropriation of the retained profits, on the discharge of the members of the management board and the supervisory board and on the appointment of the auditor (ordinary general meeting) and, in the cases provided for by law, on the approval of the annual financial statements.
- (2) The shareholders' share in the profits is determined according to their share in the share capital.
- (3) In the event of an increase in the share capital, the profit participation of the new shares can be determined in deviation from Section 60 Paragraph 2 of the Stock Corporation Act.
- (4) The general meeting can decide to use the retained profits by way of a distribution in kind instead of or in addition to a cash distribution. In the resolution on the appropriation of the retained profits, it can allocate amounts to retained earnings or carry them forward as profit.
- (5) After the end of the financial year, the management board can, with the approval of the supervisory board, distribute an interim dividend to the shareholders within the framework of Section 59 of the Stock Corporation Act.

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