



1. Company, registered office, duration and purpose of the company

Company, registered office, duration

Article 1

The company

SKAN Group AG
(SKAN Group Ltd)
(SKAN Group SA)

with its Registered Office in Allschwil is a public limited company for an indefinite period pursuant to Art. 620ff of the Swiss Code of Obligations (OR).

Purpose

Article 2

The purpose of the Company is the acquisition, administration, financing and sale of participations in domestic and foreign companies of all kinds, in particular in the field of isolator and clean room technology for the pharmaceutical and chemical industry.

The Company may acquire, administrate and sell real estate and intangible property rights in Switzerland and abroad, establish subsidiaries and branch offices in Switzerland and abroad and undertake financing for its own account or for the account of third parties as well as enter into guarantees and other securities for Group companies and third parties.

The Company may enter into all commercial and financial transactions and agreements which directly or indirectly serve or are directly related to the purpose of the Company.

2. Share capital and shares

Share capital

Article 3

The share capital of the Company amounts to CHF 224,835.24 and is divided into 22,483,524 registered shares with a nominal value of CHF 0.01 each. The capital is fully paid up.

Share title

Article 4

Subject to paragraph 4 of this provision, the registered shares of the Company shall be structured as book-entry securities within the meaning of the Swiss Code of Obligations (as amended from time to time) and shall be held as intermediated securities.

Dispositions over intermediated securities, including the provision of collateral, are subject to the Intermediated Securities Act (as amended from time to time). If shares not represented by a certificate are transferred by way of assignment, such assignment shall be valid only if notified to the Company.

The Company may withdraw shares held as intermediated securities from the custodian system.

After the shareholder has been entered in the share register, he or she may at any time request the Company to issue a certificate for the shares owned. However, the shareholder shall not be entitled to the printing and delivery of share deeds or share certificates. The Company, on the other hand, may at any time issue and deliver deeds for registered shares (individual deeds or certificates for a plurality of shares) and, with the consent of the shareholder, cancel without replacement issued deeds which are surrendered to it.

Share register and restriction of transferability

Article 5

The Company shall keep a share register in which the owners, beneficiaries and nominees of the registered shares shall be entered with their name, address and nationality (in the case of legal entities, the registered office).

In relation to the Company, only those persons entered in the share register shall be recognised as shareholders, beneficiaries or nominees. The Company recognises only one proxy per registered share.

Subject to the provisions of Article 6 of these Statutes, purchasers of shares shall, upon request, be entered in the share register as shareholders with voting rights against proof of purchase or of the establishment of a usufruct, if they expressly declare that they hold the shares in their own name and for their own account.

Persons who do not expressly declare in the application for registration that they hold the shares for their own account (nominees) will be entered in the share register in all cases up to a maximum of 3% of the outstanding share capital as shareholders with voting rights. Beyond this registration limit, nominees are entered in the share register as shareholders with voting rights if the respective nominee discloses the names, addresses, nationalities and shareholdings of those beneficial owners for whose account it holds 0.5% or more of the outstanding share capital and if the reporting requirements pursuant to the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FMIA) (as amended) are met.

The Board of Directors is authorised to enter into agreements with nominees regarding their reporting obligations and to grant exceptions to the regulation in the preceding paragraph 4 of this provision in individual cases.

The Board of Directors may cancel entries in the share register with retroactive effect to the date of registration if they have been made as a result of false information. It may hear the shareholder or nominee concerned in advance. The shareholder or nominee concerned shall be informed of the cancellation without delay.

The Board of Directors shall make the necessary arrangements for the maintenance of the share register and may issue corresponding regulations or guidelines. It may delegate its responsibilities.

In the invitation to the General Meeting, the Board of Directors shall announce the decisive cut-off date for participation and voting rights as entered in the share register.

Transferability

Article 6

The Board of Directors may refuse to recognise an acquirer of shares as a shareholder or beneficiary with voting rights if such acquirer, together with its shares already registered as having voting rights, would exceed the threshold of 20% of all registered shares entered in the commercial register. With the remaining shares, the acquirer shall be entered in the share register as shareholder or beneficiary without voting rights.

Legal persons and legal communities which are linked to one another by capital, voting power, management or in any other way, as well as all natural or legal persons or communities of persons which act in a coordinated manner by agreement, syndicate or in any other way with a view to circumventing the percentage limitation, shall be deemed to be one person.

The limitation on registration in this Article 6 shall apply subject to Art. 652b paragraph 3 and Art. 653c paragraph 3 OR also in the case of the acquisition of registered shares upon the exercise of subscription, option and conversion rights. The limitation does not apply to the acquisition of shares by inheritance, division of an estate or matrimonial property law.

3. Corporate bodies

Bodies

Article 7

The corporate bodies are:

- a) the General Meeting,
- b) the Board of Directors and the Management,
- c) the auditors.

a) The General Meeting

Standing, Ordinary and Extraordinary General Meeting

Article 8

The General Meeting of the shareholders is the highest body of the Company.

The Ordinary General Meeting takes place every year within six months of the conclusion of the financial year. Extraordinary General Meetings take place if the Board of Directors or the auditors consider it necessary or if a General Meeting decides on it.

In addition, one or more shareholders who together represent at least more than 5% of the share capital or votes may jointly request in writing that an Extraordinary General Meeting be convened, stating the item to be discussed and the proposal, and in the case of elections, the names of the proposed candidates.

Convocation

Article 9

The General Meeting shall be convened by the Board of Directors no later than 20 days before the date of the meeting by notice in the organ of publication. The convocation may additionally be made by letter or electronic data transmission (incl. e-mail or fax) to all shareholders registered in the share register.

In addition to the date, time and place of the meeting, the convocation shall state the items on the agenda and the motions of the Board of Directors and of the shareholders who have requested the holding of a General Meeting or the inclusion of an item on the agenda.

No resolutions may be passed on items that have not been announced in this manner, with the exception of motions to convene an Extraordinary General Meeting or to conduct a special audit.

Shareholders who together hold at least 0.5% of the share capital or votes may request that an item be placed on the agenda. This must be submitted in writing at least 45 days before the meeting, stating the items on the agenda and the motions.

Conduct

Article 10

The Board of Directors shall specify the venue for the General Meeting. The General Meeting may be held at multiple locations simultaneously. In such a case, attendees' votes must be transmitted immediately to all meeting locations by video and audio link. The choice of venue must not unfairly hinder any shareholder in exercising their rights in connection with the General Meeting. The Board of Directors may enable shareholders who are not present at the venue to exercise their rights by electronic means (hybrid General Meeting).

If the venue is abroad, the Board of Directors must designate an independent shareholders' representative (independent proxy) during the convocation process.

The Board of Directors may decide that the General Meeting will be held virtually, without a physical venue (virtual General Meeting). In this case, the Board of Directors must designate an independent shareholders' representative (independent proxy) during the convocation process.

The use of electronic systems shall be in accordance with the law.

Competences

Article 11

The General Meeting shall have the following non-transferable competences:

1. the determination and amendment of the Statutes;
2. the election and dismissal of the Chairperson and the other members of the Board of Directors as well as the members of the Compensation Committee;
3. the election and dismissal of the independent shareholders' representative;
4. the election and dismissal of the auditor;
5. the approval of the annual or status report and the consolidated financial statements;
6. the approval of the annual accounts and the passing of resolutions on the appropriation of the balance sheet profit, in particular the setting of the dividend;
7. the setting of the interim dividend and the approval of the necessary interim statement;
8. the discharge of the members of the Board of Directors and the Management;
9. the approval of the remuneration of the Board of Directors and the Management in accordance with Article 20 of the Statutes;
10. the passing of resolutions on other matters reserved to the General Meeting by law or by the Statutes.

Voting rights and proxy voting

Article 12

At the General Meeting, each share entered in the Company's share register with voting rights shall have one vote.

Shareholders may be represented at the General Meeting by a third party who need not be a shareholder or by the independent proxy. A written power of attorney is required for representation. The Board of Directors shall determine the requirements for powers of attorney and instructions in detail, whereby it may also provide for electronic powers of attorney without a qualified electronic signature. The Board of Directors shall announce, at the latest in the invitation to the General Meeting, the cut-off date of the entry in the share register relevant for the right to attend and vote as well as the details and cut-off date for the granting of written and electronic powers of attorney and instructions to the independent proxy.

Resolutions and elections

Article 13

Unless mandatory provisions of the law or the Statutes provide otherwise, the General Meeting shall pass its resolutions and carry out its elections by an absolute majority of the votes cast (excluding abstentions and invalid votes).

In the event of an election failing in the first ballot and more than one candidate standing for election, a second ballot shall be held in which the relative majority shall decide.

Elections and votes shall take place openly, unless the General Meeting decides on a written ballot or election or the Chairperson orders such a ballot or election. The vote or election may also be conducted electronically by resolution of the General Meeting or by order of the Chairperson.

The Chairperson may at any time have an open ballot or election repeated by written and/or electronic ballot if, in his/her opinion, there is any doubt as to the result of the vote. In this case, the preceding open vote or election shall be deemed not to have taken place.

A resolution of the General Meeting with at least 2/3 of the votes represented and an absolute majority of the shares represented, shall be required for:

1. the modification of the purpose of the Company;
2. the consolidation of shares, if the consent of all affected shareholders is not required;
3. the introduction or abolition of voting shares;
4. the introduction of conditional capital or the introduction of a capital band;
5. the conversion of participation certificates into shares;
6. a change of the currency of the share capital;
7. the introduction of the casting vote of the Chairperson at the General Meeting;
8. a provision in the Statutes for the conduct of the General Meeting abroad;
9. the restriction on the transferability of registered shares and any amendment and cancellation of such a restriction;
10. the restriction on the transferability of registered shares and any amendment and cancellation of such a restriction;
11. capital increase out of equity, against contribution or for the purpose of acquisition in kind and the granting of special benefits;

12. the restriction or cancellation of the subscription right.
13. the transfer of the registered office of the Company;
14. the dissolution of the Company;
15. the delisting of the equity securities; and
16. the introduction of a statutory arbitration clause.

The passing of resolutions on mergers, divisions and conversions shall be governed by the provisions of the Merger Act.

Chair and minutes

Article 14

The General Meeting shall be chaired by the President or, in his or her absence, by the Vice-President or another member designated by the Board of Directors. If no member of the Board of Directors is present, the General Meeting shall elect a Chairperson for the day.

The Chairperson shall designate the Secretary and the tellers, none of whom need be shareholders; their functions may be delegated to the same person.

The Chairperson shall have all the powers of direction necessary for the orderly and disruption-free conduct of the General Meeting.

The minutes shall record the resolutions and elections and contain the statements made by the shareholders for the record. The minutes shall be signed by the Chairperson and the Secretary and shall be available for inspection by the shareholders at the registered office of the Company.

b) The Board of Directors and the Management

Composition and term of office

Article 15

The Board of Directors is made up of at least 3 members, who do not need to be shareholders.

The General Meeting elects the members and the President of the Board of Directors for a term of office of one year each. The term of office ends after the next ordinary General Meeting. Prior resignation and dismissal remain reserved.

The members of the Board of Directors can be re-elected at any time. The Board of Directors may set an age limit in the organisational regulations.

The number of mandates in the highest management and administrative bodies of legal entities outside the Company that are required to be entered in the Swiss Commercial Register or a comparable foreign register is limited for members of the Board of Directors to four mandates in listed companies and seven mandates in larger, unlisted companies that meet the requirements of Art. 727 paragraph 2 item 2 OR (ordinary audit),

and to fifteen mandates in other legal entities such as smaller companies, foundations and associations, and for the members of the Management to one mandate in listed companies and five mandates in larger, non-listed companies and to fifteen mandates in other legal entities. If mandates are exercised in different legal entities of one and the same group or on behalf of a group, they shall be counted in total as one mandate. Short-term exceedance is permissible.

Constitution

Article 16

With the exception of the election of the Chairperson and the election of the members of the Compensation Committee by the General Meeting, the Board of Directors constitutes itself.

It shall elect one or more Vice-Presidents, Delegates and the Secretary, who need not be a member of the Board of Directors, as required.

If the office of Chairperson of the Board of Directors becomes vacant, the Board of Directors shall appoint a new Chairperson of the Board of Directors from among its members for the remainder of the term of office.

Convocation

Article 17

The Board of Directors shall convene at the call of the Chairperson or the Vice-Chairperson as often as business requires or as soon as any member desires.

Resolutions

Article 18

The Board of Directors constitutes a quorum if the respective meeting of the Board of Directors has been duly convened and the majority of the members of the Board of Directors are present. Attendance may also be by telephone, video conference or other means of electronic data transmission. No quorum is required if only the implementation of a capital increase is to be determined and the subsequent amendment of the Statutes is to be resolved.

Resolutions are passed upon receiving the majority of the votes. In the event of an equal number of votes, the Chairperson shall have the casting vote.

Resolutions of the Board of Directors may also be passed in writing or by means of fax or electronic data transmission (incl. e-mail or fax) on a motion submitted, unless a member demands oral deliberation. Minutes of the proceedings and resolutions shall be kept and signed by the Chairperson and the Secretary and shall be sent to all members of the Board of Directors.

Duties, committees

Article 19

The Board of Directors may pass resolutions on all matters that are not delegated or reserved to the General Meeting or another corporate body under legislation or the Statutes.

The Board of Directors has the following non-transferable and inalienable duties:

1. the ultimate direction of the Company and the giving of the necessary instructions;
2. the determination of the organisation;
3. the structure of the accounting system, financial control and financial planning;
4. the appointment and dismissal of the persons entrusted with the management and the representation as well as the determination of their signatory powers;
5. the ultimate supervision of the persons entrusted with the management, namely with regard to compliance with the law, the Statutes, regulations and directives;
6. the preparation of the annual report consisting of the management report and the group financial statements, the remuneration report as well as the preparation of the General Meeting and the execution of its resolutions;
7. the passing of resolutions on the subsequent payment of contributions on shares not fully paid up;
8. the passing of resolutions on the determination of capital increases and subsequent amendments to the Statutes;
9. the submission of a request for a debt restructuring moratorium and the notification of the judge in the event of over-indebtedness;
10. other non-transferable and inalienable duties and powers of the Board of Directors under the Merger Act and other applicable laws;
11. the passing of resolutions on other matters reserved to the General Meeting by law or by the Statutes.

The Board of Directors may assign the preparation and execution of its resolutions or the supervision of business to committees or individual members. It shall ensure adequate reporting to its members.

Organisational regulations

Article 20

The Board of Directors may delegate the management in whole or in part to individual members, in particular to a delegate, and/or to other natural persons (Executive Board) in accordance with the organisational regulations.

The organisational regulations shall regulate the management, determine the offices required for this purpose, describe their tasks and, in particular, regulate reporting.

The acceptance of mandates of a member of the Executive Board in the supreme management and administrative bodies of legal entities outside the Company entered in the commercial register or a comparable foreign register requires the prior consent of the Board of Directors, whereby the maximum number of mandates per member of the Executive Board is one in the case of listed companies; in all other respects, the provision of Article 14 paragraph 4 of the Statutes shall apply accordingly.

Remuneration

Article 21

Each year, the Board of Directors shall submit to the General Meeting for approval the maximum total amounts of remuneration of the Board of Directors and the Executive Board for the financial year beginning after the General Meeting. The Board of Directors may submit proposals to the General Meeting for approval with regard to the maximum total amounts or individual remuneration elements for other time periods and/or with regard to additional amounts for special remuneration elements as well as additional conditional proposals.

The maximum total amount of remuneration of the Board of Directors consists of the annual remuneration, which is independent of the business result, including estimated employer social security contributions and any contributions to pension funds and insurance companies, as well as other fringe benefits. Within the scope of the authorised total amount, remuneration may be paid in whole or in part in shares, options, conversion rights or similar share-based instruments. In this case, the Board of Directors shall determine the terms and conditions, including the time of allocation and valuation, and shall decide on any qualifying period.

The maximum total amount of remuneration of the Executive Board comprises the remuneration for the full financial year beginning after the General Meeting and consists of the annual basic remuneration, a variable bonus up to a maximum of 100% of the basic remuneration and depending on the achievement of the objectives set by the Board of Directors, as well as estimated employer social security contributions and contributions to pension funds, additional insurance contributions and other fringe benefits. Within the scope of the authorised total amount, remuneration may be paid in whole or in part in shares, options, conversion rights or similar share-based instruments. In this case, the Board of Directors shall determine the terms and conditions, including the time of allocation and valuation, and shall decide on any qualifying period.

There is an additional amount which may be used by the Company or companies controlled by it for the remuneration of members of the Executive Board appointed after the approval of the relevant maximum aggregate amount. The additional amount may also be used for the payment of compensation for disadvantages suffered by the new member of the Executive Board as a result of his change of position (joining bonus). The additional amount may not exceed a total of 40% of the last maximum total amount of compensation of the members of the Executive Board approved by the General Meeting per compensation period.

The additional amount may only be used if the total amount of the Executive Board's remuneration decided by the General Meeting is not sufficient for the remuneration of the new members until the next vote of the General Meeting.

Remuneration is deemed to be what is to be shown as remuneration in the remuneration report; to the extent that amounts are not yet known, assessments and/or estimates are made.

If the General Meeting rejects a proposal of the Board of Directors, the Board of Directors may submit a new proposal to the same General Meeting, convene an Extraordinary General Meeting or set a maximum total amount or several maximum partial amounts, taking into account all relevant factors, and submit these to the next General Meeting for approval. Within the limits of a maximum total or partial amount so determined, the Company or its group companies may pay remuneration subject to the approval of the General Meeting.

Benefits to occupational pension schemes and pension payments outside the occupational pension scheme or similar schemes abroad are permissible insofar as they have been approved by the General Meeting individually or as part of a total amount.

The maximum fixed term for notice on contracts on which the remuneration of the members of the Board of Directors and the Executive Board are based is twelve months. Mandatory applicable foreign law requiring a longer term or notice period or severance pay remains reserved. These types of contracts for remuneration can also be concluded by group companies.

The Board of Directors is entitled, at its own discretion, to give pro rata compensation to members of the Executive Board whose employment contract is terminated or cancelled by mutual agreement without good cause within the meaning of Article 337 OR, notwithstanding any exemption under short-term incentive plans, and to transfer shares under long-term incentive plans which have not yet become the property of the beneficiary.

Compensation Committee

Article 22

The Compensation Committee comprises at least three members of the Board of Directors who are elected annually by the General Meeting. The term of office ends after the next ordinary General Meeting. Re-election is possible. In the event of the premature departure of one or more members, the Board of Directors may appoint substitute members from among its members until the conclusion of the next ordinary General Meeting.

The Compensation Committee deals with the Company's compensation strategy and performance objectives and criteria. It shall have the duties, decision-making and proposal-making powers assigned to it in accordance with the organisational regulations. In particular, it assists the Board of Directors in determining and evaluating the remuneration system and principles and in preparing the proposals to the General Meeting for approval of the remuneration in accordance with Article 20 of the Statutes.

c) The Auditors

Election and duties

Article 23

The General Assembly shall elect an auditor annually.

The duties, rights and obligations as well as the qualification and independence of the auditors are governed by law.

d) Independent Proxy

Election and term of office

Article 24

The General Meeting elects an independent proxy each year. The term of office ends after the next ordinary General Meeting. Re-election is possible. If the Company does not have an independent proxy elected by the General Meeting, the Board of Directors shall appoint one for the next General Meeting.

4. Profit distribution

Profit distribution

Article 25

Subject to the statutory provisions on the distribution of profits, in particular Art. 671 ff. OR, the balance sheet profit is at the disposal of the General Meeting.

The dividend may only be declared after the allocations to the legal reserves in accordance with the law have been deducted. Any dividends not drawn within five years of their due date shall be forfeited to the Company and allocated to the general reserve.

5. Financial year and annual financial statements

Financial year and annual financial statements

Article 26

The financial year is determined by the Board of Directors.

The Board of Directors shall prepare a business report for each financial year, which shall consist of the annual financial statements, consisting of the balance sheet, income statement and notes, the annual report or management report and the consolidated financial statements.

6. Dissolution and liquidation

Dissolution and liquidation

Article 27

The General Meeting may at any time resolve to dissolve and liquidate the Company in accordance with the provisions of the law and the Statutes.

Liquidation shall be carried out by the Board of Directors, unless special liquidators are appointed by the General Meeting.

7. Announcements

Organ of publication and notices to shareholders

Article 28

The Company's organ of publication is the Swiss Official Gazette of Commerce (SOGC). The Board of Directors may designate an additional organ of publication.

Notices of the Company to the shareholders shall be made in the organ of publication. In addition, notices may be given by letter or electronic data transmission (incl. e-mail or fax) to the addresses recorded in the share register, provided that their names and addresses are known.

8. Public bids

Opting-up

Article 29

The obligation to make a public bid pursuant to Art. 135 FMIA (as amended) only exists if the threshold of 49% of the voting rights is exceeded (opting-up).

9. Contributions

Contributions

Article 30

At the time of the capital increase on 27 October 2021, pursuant to the contribution in kind agreement/contracts of 26 October 2021, the company shall take over 783,348 registered shares from previous shareholders of Skan Holding AG, in Allschwil, of Skan Holding AG, Allschwil (CHE-113. 334.244), with a nominal value of CHF 0.12 each, for a total value and price of CHF 555,147,000, for which the contributors will be issued a total of 10,280,500 new registered shares with a nominal value of CHF 0.01 each in the Company.

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