

# **Articles of Association**

## **Basler Aktiengesellschaft**

- Amtsgericht Lübeck, Commercial Register B 4090 AH –

## **I. General Provisions**

### **§ 1 Company name, registered office, financial year**

- (1) The legal business name of the stock corporation is Basler Aktiengesellschaft.
- (2) The registered office of the corporation is located in Ahrensburg, Germany.
- (3) The financial year is the calendar year.

### **§ 2 Purpose of the Company**

- (1) The purpose of the Company is to engage in the development, manufacturing and sale of hardware and software components as well as of solutions of image processing.
- (2) In addition, the Company is authorized to carry out any other activities that are directly or indirectly related to the purpose of the Company or are associated with it.
- (3) The Company is authorized to establish branches and to found, acquire, sell or invest in other businesses, especially those that are active in the business fields stipulated in § 2 Sec. (1). This applies also for investing financial assets for companies of all kinds.

### **§ 3 Announcements**

- (1) Announcements by the Company shall be made in the Bundesanzeiger (German Federal Gazette) unless required otherwise by statutory law.
- (2) The Company is authorized to transmit information to bearers of authorized securities by means of electronic data transfer.

## **II. Subscribed Capital and Shares**

### **§ 4 Subscribed Capital and Shares**

- (1) The subscribed capital of the Company amounts to Euro 31,500,000.00 (in words: Euro thirty-one million five hundred thousand).
- (2) The subscribed capital of the Company is divided into 31,500,000 non-par bearer shares (hereinafter called **shares**).
- (3) The Management Board is authorized to increase the company's capital stock with the Supervisory Board's approval once or several times up to a total of Euro 15,750,000.00 by 05/22/2027 by issuing of up to 15,750,000 new bearer stock certificates against cash contributions and/or contributions in kind (authorized capital 2022). In doing so, shareholders are in principle entitled to subscription rights. The new shares can also be taken over by one or several credit institutions with the obligation to offer them to the shareholders.

The Management Board is authorized, subject to approval by the Supervisory Board, to exclude subscription rights of the shareholders once or on several occasions:

- a) inasmuch as it is necessary to exclude the shareholders' subscription rights for possible fractional amounts;
- b) inasmuch as it is necessary to grant the owners of option or conversion rights or rather option or conversion obligations a subscription right to new shares in the same volume they would be entitled to if they exercised their option and/or conversion right or the fulfillment of the conversion obligation;
- c) to the extent that the new shares are issued against cash deposits and the total share amount attributable to the new shares is the total amount of € 3,150,000.00 or, this amount should be lower, of a total of 10% of the share capital existing at the time of taking effect and at the time of the first exercise of this authorization to exclude subscription rights (the "maximum amount") and the issue price of the new shares does not exceed the market price of the shares already listed in the company of the same equipment at the time of the final determination of the issue price is significantly below;
- d) if the new shares are issued against contribution in kind, particularly in the form of companies, parts of companies, participations in companies, license rights, or claims.

The maximum amount referred to in point (c) shall be set off against the share capital attributable to those shares, which are issued or are to be issued for the service of convertible and/or option bonds issued after 23 May 2022 in accordance with § 186 Sec. 3 sentence 4 AktG, excluding the subscription right, or which are sold after 23 May 2022 in accordance with § 186 Sec. 3 sentence 4 AktG.

It shall not be included if new authorizations to issue convertible bonds and/or with warrants pursuant to § 221 Sec. 4 sentence 2 AktG, § 186 Sec. 3 sentence 4 AktG or to sell treasury shares pursuant to § 71 Sec. 1 no. 8 AktG, § 186 Sec. 3 sentence 4 AktG after the exercise of such authorizations that led to the inclusion have been granted again by the Shareholders' Meeting.

With the Supervisory Board's approval, the Management Board is authorized to determine the details of the increase in capital stock and the conditions of issuing shares. The Supervisory Board is authorized to amend § 4 of the Articles of Association accordingly after full or partial implementation of the capital increase according to the respective utilization of contingent capital and after the expiry of the authorized period.

## **§ 5 Shares**

- (1) The Management Board determines the form of the share certificates and the dividend and renewal certificates. The same applies to interim certificates, bonds, interest coupons, and warrants.
- (2) The shareholders' right to have their shares securitized is excluded, unless a certification is necessary according to the rules of a stock exchange at which the stock is listed.

## **III. Constitution and Administration of the Company**

### **§ 6 Corporate Bodies**

The corporate bodies of the companies are:

- a) the Management Board
- b) the Supervisory Board
- c) the Shareholders' Meeting

#### **IV. The Management Board**

##### **§ 7 Composition**

- (1) The Management Board consists of at least two persons. The appointment of deputy members to the Management Board is permissible.
- (2) The appointment of members of the Management Board, the revocation of their appointment, as well as the concluding, the amendment, and the termination of contracts of employment with the members of the Management Board are effected by the Supervisory Board. The same applies to the appointment of a member of the Management Board as chairman and further members of the Management Board as deputy chairmen.

##### **§ 8 Representation**

- (1) The members of the Management Board shall conduct the business transactions of the company in accordance with the law, the articles of association, the Management Board's rules of procedure, and the schedule of responsibilities.
- (2) The Company is legally represented by
  - a) a member of the Management Board if the Supervisory Board granted exclusive power of representation
  - b) two members of the Management Board
  - c) a member of the Management Board together with an executive holding power of representation (procurator).
- (3) The Supervisory Board may exempt from the restrictions of the multiple representation one or more members of the Management Board (exemption from restrictions of § 181 2. Case BGB within the limitations of § 112 AktG).
- (4) The Supervisory Board shall determine that certain types of business shall be subject of its approval by passing a resolution or within the Management Board's rules of procedure.

##### **§ 9 Rules of Procedure and Adoption of Resolutions by the Management Board**

- (1) The Management Board shall adopt by unanimous decision its Rules of Procedure, which shall require approval of the Supervisory Board. The right of the Supervisory Board to issue Rules of Procedure for the Management Board shall be unaffected.

- (2) Resolutions of the Management Board shall be adopted by the majority of the existing voting rights, unless the law requires a unanimous vote. If a chairman has been appointed he shall have the casting vote in the case of a tie, as far as permitted by law.

## **V. The Supervisory Board**

### **§ 10 Composition of the Supervisory Board**

- (1) The Supervisory Board consists of six members. Four of them shall be elected by the shareholders pursuant to the stock corporation act and two of them by the employees pursuant to the one-third participation act.
- (2) The members of the Supervisory Board are elected for a period ending at the close of the annual Shareholders' Meeting. This meeting resolves on the approval of the fourth financial year after the start of the members' terms of office. The financial year in which the term of office starts is not counted. The annual Shareholders' Meeting may resolve on shorter terms of office for individual members of the Supervisory Board. Supplementary elections shall be held for the remaining term of office of the resigned member, unless the annual Shareholders' Meeting decides otherwise.
- (3) In its first meeting after its election, the Supervisory Board shall elect a chairman and a deputy chairman from among its members. The election shall be for the elected term of office. The deputy chairman has the rights and duties of the chairman when the latter is unavailable. If the chairman or its deputy leaves office before the end of his term, the Supervisory Board shall elect a replacement without delay for the remaining term of the resigned person.
- (4) Each member of the Supervisory Board may resign from office with or without good reason, subject to a one month's notice period, by submitting a written declaration to the chairman of the Supervisory Board or the chairman of the Management Board.

### **§ 11 Convening and Adoption of Resolutions**

- (1) The Supervisory Board shall normally hold one meeting every quarter, the number of meetings shall not be less than two per calendar year. If required, the Supervisory Board can in addition meet according to its rules of procedure.
- (2) The meeting of the Supervisory Board shall be convened in writing or by e-mail by the chairman stating the place, the time, and issues of the agenda of the meeting. The invitation must be sent compliant with a two week notice period. When calculating the period of notice required, the day on which the invitation is sent and the day of the meeting shall not be counted. In urgent cases, the chairman may appropriately reduce the period and convene the meeting verbally, by telephone, fax or by electronic media; between the invitation and the day of the meeting shall at least be three days.
- (3) The Supervisory Board constitutes a quorum if all members have been invited and at least four members participate in the taking of the resolution. Any member who abstains in the vote on the resolution is deemed to participate. Absent members of the Supervisory Board may participate in taking a resolution by having their written votes submitted by other Supervisory Board members. Moreover, absent Supervisory Board members may cast their votes either during the meeting or subsequent to the meeting verbally, by telephone, by fax, by email or in

any other electronic way, particularly via video or telephone, if the chairman of the meeting decides so in individual cases prior to the resolution and determining a reasonable deadline; the other members of the Supervisory Board do not have a right of objection to this.

- (4) On the chairman's initiative, the adoption of a resolution by the Supervisory Board or its committees may also be conducted by voting orally, by telephone, in writing as well as by facsimile or by using another commonly used means of communication or by a combination of these transmission procedures including a telephone or video conference. Any such resolutions are ascertained by the chairman in writing and immediately forwarded to all members of the Supervisory Board.
- (5) Resolutions of the Supervisory Board require the majority of the votes cast; the same shall apply in the case of elections. In the event of a tie, the chairman shall have the casting vote. The chairman determines the way and order in which resolutions are adopted.
- (6) The negotiations and resolutions of the Supervisory Board and its committees have to be recorded in writing and stored. Details shall be governed by the rules of procedure of the Supervisory Board.
- (7) The chairman is authorized to make declarations on behalf of the Supervisory Board, required for the execution of the Supervisory Board's resolutions.
- (8) The Supervisory Board shall determine its own rules of procedure.
- (9) The Supervisory Board is authorized to form committees from among its members. To the extent permitted by law, decision-making powers of the Supervisory Board may also be conferred to the committees.
- (10) The Supervisory Board is entitled to make amendments to the Articles of Association as far as they concern the wording only.

## **§ 12 Remuneration**

- (1) For each financial year, each member of the Supervisory Board shall receive a fixed remuneration in an amount of Euro 16,500.00; the chairman of the Supervisory Board shall receive a fixed remuneration in an amount of Euro 49,500.00 per year, the deputy chairman of the Board in an amount of Euro 24,500.00. Additionally, the members of the Supervisory Board are remunerated for their activities in the committees:
  - a) The additional remuneration for the chairman of the audit committee shall amount to Euro 19,800.00 and for each further member of the audit committee to Euro 6,600.00.
  - b) The additional remuneration for the chairman of the nominating committee shall amount to Euro 7,425.00 and for each further member of the nominating committee to Euro 2,475.00.
  - c) The additional remuneration for the chairman of any other committee shall amount to Euro 7,425.00 and for each further member of such a committee to Euro 2,475.00.

If a member of the Supervisory Board is member or chairman of several committees at the same time, it will receive an additional remuneration for each committee activity.

Members of the Supervisory Board or its committees who have served for less than a full financial year or have served as (vice) chairman for less than a full financial year receive a pro-rata remuneration for each month or part of a month of service. In the case of committee activities, it is necessary that the committee has held a meeting during the corresponding period of time.

Beginning with the 2022 financial year, each member of the Supervisory Board shall receive an attendance fee of Euro 1,000.00 (one thousand) per meeting for attending a meeting of the supervisory board or a committee (each lasting 2 hours or more), whether physically, by telephone or by any other means, but not for merely participating in the passing of resolutions.

- (2) The Company may at its own expense take out a financial loss liability insurance for the members of the Supervisory Board in an appropriate amount.
- (3) The company shall reimburse the members of the Supervisory Board for their expenses. The Company shall reimburse VAT if the members of the Supervisory Board are entitled to charge VAT to the Company, and if they use this right.
- (4) The remuneration is payable pro rata temporis after the end of each quarter.

## **VI. The Shareholders' Meeting**

### **§ 13 Location of the Shareholders' Meeting, Convening a Shareholders' Meeting**

- (1) The Shareholders' Meeting shall be held at the location of the Company's registered office, or at any German stock market location.
- (2) The Shareholders' Meeting shall be convened in accordance with the terms laid down by law.
- (3) The Shareholders' Meeting deciding on the formal approval of actions of the Management Board and the Supervisory Board, on the appropriation of profits, on the appointment of the auditors, and, if applicable, on the determination of the annual financial statement (annual Shareholders' Meeting), shall be held within the first eight months of each financial year.
- (4) Notifications of the Company to the shareholders according to § 125 Sec. 1 AktG shall be transmitted by means of electronic communication to shareholders upon request.
- (5) Notifications of the Company according to § 128 Sec. 1 AktG made by credit institutions having bearer shares for shareholders in custody on the 21st day before the shareholders meeting shall only be transmitted by means of electronic communication.

### **§ 14 Attendance and voting in the Shareholders' Meeting; virtual Shareholders' Meeting**

- (1) Only those shareholders are entitled to attend the Shareholders' Meeting and to exercise their voting rights who register in German or English language in text format with the Company or an agent specified in the invitation notice by presenting proof of their share ownership before the Shareholders' Meeting within the statutory deadline.
- (2) Eligibility in accordance with paragraph (1) can be sufficiently proved by providing a confirmation of share ownership from the last intermediary pursuant to § 67c Sec. 3 AktG. The proof must

relate to the deadline specified by law. The evidence of entitlement is to be in text form in German or English language.

- (3) Each share grants one vote.
- (4) Voting rights may be exercised by a proxy. Power of attorney must be granted in text format or, if announced in the Company publications together with the convocation of the Shareholders' Meeting, also in the mode specified therein. The regulation about the form of powers of attorney set out in this paragraph does not apply to the form of the granting of powers of attorney to credit institutions, associations of shareholders or other institutions or persons included by § 135 AktG.
- (5) The Management Board is authorized to make provision for shareholders to cast their votes in writing via electronic means without attending the Shareholders' Meeting (postal vote). The Management Board is authorized to determine provisions concerning the scope and the procedure according to sentence 1 to be announced in the invitation to the Shareholders' Meeting.
- (6) The Management Board is authorized to permit shareholders to submit their votes without the need to be present at the venue of the Shareholders' Meeting and without a proxy and to exercise some or all of their rights wholly or partly by means of electronic communication (online participation). The Management Board is also authorized to determine provisions concerning the scope and the procedure according to the preceding sentence 1, to be published in the convention of the Shareholders' Meeting.
- (7) The Management Board is authorized to provide for the Shareholders' Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Shareholders' Meeting (virtual Shareholders' Meeting). In this context, the Management Board is also authorized to determine the further details of the structure and procedure of the virtual Shareholders' Meeting. The authorizations under this paragraph (7) are limited in time and apply only to Annual Shareholders' Meetings held before May 26, 2028.

#### **§ 15 Chairman of the Shareholders' Meeting, Resolutions**

- (1) The chairman of the Supervisory Board shall chair the Shareholders' Meeting. If he is unavailable, his deputy or another member to be determined by the Supervisory Board shall chair the Shareholders' Meeting (Chairman of the Meeting).
- (2) The Chairman of the Meeting shall preside the Shareholders' Meeting and determine the sequence of the items of the agenda as well as the type and further details of voting. He may allow an audio and video transmission of the Shareholders' Meeting, if the Management Board has allowed the transmission an audio and video transmission and has announced the nature of transmission in the invitation. The nature of the transmission must be announced in the invitation.
- (3) The chairman of the meeting may limit a shareholder's time for speaking or raising questions to an appropriate period of time; the chairman is particularly authorized, at the beginning or during the Shareholders' Meeting, to set a reasonable time limit for the course of negotiations, the discussion of the single items of the agenda as well as for individual questions and speeches.



- (4) The members of the Management Board and the Supervisory Board shall attend the General Meeting in person. If it is not possible for a member of the Supervisory Board to be present at the place of the Shareholders' Meeting or if the physical attendance or travel would involve unreasonable logistical or organizational effort and/or costs, he or she may also participate by means of video and audio transmission. The possibility of participation by means of video and audio transmission pursuant to sentence 2 above shall also apply in particular to the virtual General Shareholders' Meeting; the statutory duty of the chairman of the meeting to attend the General Shareholders' Meeting in person shall remain unaffected.
- (5) Unless mandatory provisions of the AktG determine otherwise, resolutions of the Shareholders' Meeting shall be adopted with a simple majority of the votes cast. In cases where the AktG stipulates, for adopting resolutions, a majority of the share capital represented at the time of adopting the resolution, a simple majority of the represented share capital is sufficient, as far as this is permitted by law.
- (6) In the event of a tie, the resolution is deemed to be rejected.

## **VII. Financial Statements and Appropriation of Retained Profits**

### **§ 16 Financial Statements and Approval of the Management Board's Acts**

- (1) In the first three months of each financial year, the Management Board shall prepare the financial statements and management report and submit them to the Supervisory Board and the auditor. At the same time, the Management Board shall submit to the Supervisory Board the proposal for the appropriation of retained profits that it intends to submit to the Shareholders' Meeting.
- (2) Within one month after receipt of the audit report, the Supervisory Board shall examine the annual financial statements, the management report and the proposal in respect to the appropriation of the retained profits, produce a report on the result of its examination including a declaration whether the Supervisory Board approves the annual financial statements or not, and forward this report to the Management Board.
- (3) Immediately upon receipt of the report of the Supervisory Board, the Management Board shall convene the Shareholders' Meeting, which must take place within the first eight months of a financial year. The Shareholders' Meeting decides on the approval of actions of the Management Board and the Supervisory Board, the appointment of the auditor, the appropriation of retained profits, as well as, in the cases prescribed by law, on the approval of the annual financial statements.

### **§ 17 Appropriation of Retained Profits**

- (1) According to § 58 Sec. 4 AktG, the Shareholders' Meeting shall resolve the appropriation of the retained profits resulting from the established annual financial statements.
- (2) The profit distribution may be determined by a resolution to increase the share capital for issued new shares in deviation from § 60 Sec. 2 sentence 3 AktG.

