

ARTICLES OF ASSOCIATION

of

Example Verwaltungs-Aktiengesellschaft
(Example Administration Company Ltd.)

Section I **General provisions**

Article 1: Name, Registered office

1. The company shall be known as _____.
2. It shall have its registered office in _____.

Article 2: Duration of company and financial year

1. The company has been set up for an indefinite period of time.
2. The financial year shall be the calendar year. The first financial year shall be a truncated year commencing with the entry of the company in the company register and terminating on the immediately following 31st December.

Article 3: Scope of the company

1. Scope of the company is the administration of its own assets, as well as any and all transactions connected therewith, with the exception only of those requiring special authorization.
2. The company shall be entitled to have holdings in other companies, inclusive of acting as personally liable shareholder of such companies, and to set up branch offices.

Article 4: Announcements

The company shall make its announcements exclusively in the Federal German Official Gazette (*Bundesanzeiger*).

Section II **Joint-stock capital and shares**

Article 5: Amount and subdivision of the joint-stock capital

1. The joint-stock capital of the company shall amount to EUR 50,000.00.
(in words: fifty thousand EURO).

It shall be subdivided into 50.000 shares having a face value of EURO 1.00 each.

2. The shares shall be issued as registered shares.
3. A quarter of the joint-stock capital shall be paid up at the time of the foundation of the company.
4. Should the company decide to increase its joint-stock capital without specifying whether the new shares are to be registered or freely transferable, they shall likewise be registered shares.
5. The form of the share certificates and the form of the dividend and renewal coupons shall be decided by the Board of Directors. The company may combine the shares either wholly or partly into share certificates that refer to more than one share.
6. When only a single share certificate is issued in respect of the company's shares, a claim of the shareholders to individual certificates shall be excluded. This shall not affect the right of each shareholder to require the company, though at his own expense, to issue a multiple share certificate for all the shares held by him.
7. New shares deriving from future capital increases may be granted preferential rights on the occasion of dividend distributions. Their entitlement to receive a dividend in respect of the financial year in which the capital increase was carried out may be regulated in a manner different from Article 60 II 3 of the Share Act (*Aktiengesetz*).

Section III **Company organs**

Article 6: Board of Directors

1. The Board of Directors shall consist of at least one and not more than six persons. It shall be appointed by the Supervisory Board for a period of not more than five years.
2. When only a single member of the Board of Directors has been appointed, the said person shall be the sole representative of the company. When the Board of Directors consists of several persons, any two members of the Board of Directors may jointly represent the company, and individual members of the Board of Directors may do so jointly with a proxy holder. The Supervisory Board may determine that individual members of the Board of Directors may also represent the company on their own.
3. Subject to the approval of the Supervisory Board, the Board of Directors may give itself a set of standing orders. Any plan for dividing functions among the members of the Board of Directors shall be subject to the approval of the Supervisory Board.

Article 7: Supervisory Board

1. The Supervisory Board shall consist of three members.

2. The members of the Supervisory Board shall be appointed for a period not extending beyond the end of the fourth General Meeting that decides about the approval of the annual accounts for the fourth financial year after the commencement of their period of office. The fiscal year in which their period of office commences shall not be taken into consideration for this purpose. Should a member of the Supervisory Board terminate his period of office before its expiry, the person who takes his place on the Supervisory Board shall be elected only until such time as the period of office of the other members expires.
3. After each General Meeting that decides about the acceptance of the annual accounts the Supervisory Board shall elect a Chairman and a Vice Chairman, who shall retain their offices until the next General Meeting that decides about the acceptance of the annual accounts.
4. Meetings of the Supervisory Board shall be convened by the Chairman or, in his absence or disablement, by the Vice Chairman. The Supervisory Board shall decide its own standing orders. Decisions of the Supervisory Board shall be valid [only] when all three of its members participate in the vote thereon. Decisions shall need a majority of the members of the Supervisory Board. A minute of record shall be prepared about each meeting of the Supervisory Board and shall be signed by the Chairman.
5. The Chairman shall be empowered to make such statements in the name of the Supervisory Board as may be necessary for the carrying out of its decisions and to receive any declarations addressed to the Supervisory Board.
6. The members of the Supervisory Board may be relieved of their office before its normal expiry by a decision of the General Meeting, but the said decision shall be valid only if taken with a majority of 75% (seventy-five percent) of the joint-stock capital.
7. Subject to giving four weeks' notice, each member of the Supervisory Board may resign his office without stating any reason, and may do so without notice if he states an important reason therefor. The resignation shall take the form of a written statement made to the Board of Directors of which the Chairman of the Supervisory Board shall also be informed.

Article 8: General Meeting

1. A General Meeting shall be held at least once a year within the first eight months of the financial year and fundamentally at the company's registered office. Otherwise, over and above the cases specified by law and the Articles of Association, it shall be called whenever the good of the company requires this.
2. The General Meeting shall be called by the Board of Directors. The convocation shall state the agenda to be discussed and shall be made by giving a period of notice of at least one month, for which purpose neither the day of publication of the notice nor the day of the General Meeting shall be considered. Always provided that all the shareholders agree, a General Meeting may be called at any time without complying with any regulations regarding form or notice.
3. All the shareholders or their duly authorized representatives shall be entitled to attend General Meetings and to exercise their voting rights on these occasions.

4. The Chair at General Meetings shall be taken by the Chairman of the Supervisory Board or, should he be unable to do so, by his Deputy or some other chairman to be elected by the shareholders with a simple majority. The Chairman shall determine the order in which the items on the Agenda are to be discussed and also the nature and the order of the votes to be taken.
5. Every share of a face value of EUR 1.00 shall give its holder the right to one vote. The voting right becomes effective as soon as the minimum amount required by law has been paid up.
6. Proceedings at General Meetings shall be set out in a minute of record that is to be signed by the Chairman of the Supervisory Board. Whenever decisions are taken for which the law requires a majority of three quarters of the joint-stock capital or over, the said decisions shall be recorded in the form of a notarial deed.
7. Always provided that the law does not otherwise require, decisions at General Meetings shall be taken by means of a simple majority of the votes actually cast. Whenever the law requires a majority of the joint-stock capital, the vote shall be decided by a simple majority of the said capital, always provided that there are no compulsory legal provisions to the contrary.

Section IV **Annual accounts and use of profits**

Article 9: Annual accounts and report

1. The Board of Directors shall prepare the annual accounts for the past financial year and the other documents required by law and submit them to the auditors. As soon as it has received the report of the auditors, the Board of Directors shall submit the annual accounts, the annual report and the report of the auditors to the Supervisory Board. At the same time the Board of Directors shall inform the Supervisory Board of the proposal that is to be made to the General Meeting regarding the use to which the annual profit is to be put.
2. The Supervisory Board shall examine the annual accounts, the annual report and the proposal regarding the use to which the annual profit is to be put and make a written report thereon to the General Meeting. The said report shall be sent to the Board of Directors within one month of the receipt of the documents. Should the Supervisory Board approve the annual accounts after having examined them, the annual accounts shall be deemed to have been ascertained¹, always provided that the Board of Directors and the Supervisory Board do not decide to leave the annual accounts to be ascertained by the General Meeting.
3. The Board of Directors shall convene the Ordinary General Meeting immediately after it receives the report of the Supervisory Board.

Article 10: Reserves

1. Should the Board of Directors and the Supervisory Board ascertain² the annual accounts, the decision in accordance with Article 58 II 2 of the Share Act (*Aktiengesetz*) regarding the

¹ Translator's Note: "*Festgestellt*", but probably to be understood as "definitively approved".

² See Note 1.

formation of (other) reserves from the profit shall remain fully reserved to the General Meeting.

2. Should the General Meeting ascertain³ the annual accounts a quarter of the annual excess shall be assigned to other profit reserves, but allocations to capital reserves and losses carried forward shall first be deducted from the said annual excess.

Article 11: Use of profit

1. The General Meeting shall decide about the use to which the profit deriving from the ascertained annual accounts is to be put.
2. The General Meeting may also decide some use other than what is envisaged by Article 58 III 1 of the Share Act (*Aktiengesetz*) or other than distribution among the shareholders.

Section V **Miscellaneous other provisions**

Article 12: Changes of wording

The Supervisory Board shall be empowered to decide amendments [.. of the present Articles of Association ...] that concern only the wording.

Article 13: Setting up costs

The setting up costs up to a maximum amount of EUR 7,300.00 (seven thousand three hundred EURO), inclusive of a setting up fee, shall be borne by the company. The setting up shall be deemed to consist in particular of the following:

1. the court, notary and examination charges, as well as publication costs and account opening fees, for a total of about EUR 1,500.00;
2. the setting up fee to *Vorratsgesellschaften Deutschland Aktiengesellschaft* for an amount of EUR 5,000.00 (five thousand EURO) plus Value Added Tax of EUR 800.00 (eight hundred EURO) for the preparation and organization the setting up and activities associated therewith and for the drawing and printing of the shares and for the establishing and running of the shares-book.

(Subject to alteration)

³ See Note 1.