

Translation from German into English

# **Memorandum and Articles of Association**

of

**Heidelberger Druckmaschinen**

**Aktiengesellschaft,**

**Heidelberg**

Per: July 25, 2024

## **I. General**

### **§ 1**

#### **Company Name and Registered Office**

The company is a stock corporation. It does business under the name:

Heidelberger Druckmaschinen Aktiengesellschaft

and has its registered office in Heidelberg.

### **§ 2**

#### **Company Object**

- (1) The purpose of the Company is the manufacture, sale and trade of printing presses and other products in the print media industry and the performance of services and advisory services that relate to this. The purpose of the Company also includes other products, services and advisory services in the area of mechanical engineering, electronics, electrical engineering and the metal industry.
- (2) The Company may undertake any and all transactions and measures that appear necessary or expedient for achieving the company object. In particular, the Company may establish branch offices domestically and abroad, and may form, acquire or acquire interests in companies domestically and abroad.

### **§ 3**

#### **Registered Share Capital and Shares**

- (1) The share capital of the Company amounts to EUR 779,466,887.68 and is divided into 304,479,253 shares.
- (2) The shares are bearer shares.
- (3) The share capital is contingently increased by up to € 77,946,688.00 by the issuance of up to 30,447,925 new bearer shares (Contingent Capital 2023). The contingent capital increase serves to grant new bearer shares of the Company to the bearers or creditors of bonds with warrants and/or convertible bonds and/or profit participation bonds (or combinations of these instruments) (collectively referred to as “bonds”) issued or guaranteed by the Company or a subordinate Group company on the basis of the authorization resolution of the Annual General Meeting of July 26, 2023 until

July 25, 2028, on exercise of options or conversion rights (or on satisfaction of the conversion obligations) or on exercise of an option of the Company, in full or in part, rather than paying the monetary amount owed. The new shares will be issued at the option or conversion price to be determined in accordance with the authorization resolution of the Annual General Meeting on July 26, 2023. The contingent capital increase will only be implemented to the extent that option or conversion rights are exercised or bearers of such bonds with a conversion obligation that are issued or guaranteed by the Company or a subordinate Group company on the basis of the authorization resolution of the Annual General Meeting on July 26, 2023, satisfy their conversion obligation by July 25, 2028, or to the extent that the Company or the subordinate Group company issuing the bond exercises an option to grant no-par value shares in the Company, in full or in part, rather than paying the monetary amount due and to the extent that, in each case, cash settlement is not granted or other forms of settlement are used. The new shares participate in profits from the start of the financial year in which they are issued. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase.

- (4) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company by up to € 155,893,376.00, in full or in part, on one or more occasions by issuing up to 60,895,850 new bearer shares in return for cash and/or non-cash contributions until July 25, 2028 (Authorized Capital 2023). The shareholders have pre-emption rights in principle. Statutory pre-emption rights can also be granted to the shareholders in that the shares are assumed by one or more credit institutions, securities institutions or other undertakings as referred to by section 186 (5) sentence 1 AktG determined by the Management Board subject to the obligation that they must be offered to shareholders for subscription (indirect pre-emption rights).

However, the Management Board is authorized, with the approval of the Supervisory Board, to disapply shareholders' pre-emption rights to new shares in the following cases:

- to compensate for fractional amounts that arise as a result of the subscription ratio;
- to the extent that it is necessary to grant the bearers/creditors of bonds with warrants and/or convertible bonds and/or profit participation bonds (or combinations of these instruments) with option or conversion rights/conversion obligations previously issued/guaranteed by the Company or Group companies pre-emption rights to new shares to the extent that they would be entitled as shareholders after exercising their option or conversion rights or after satisfying their conversion obligation;

- if the shares are issued in return for cash contributions and the issue price of the new shares is not significantly less than the quoted market price of shares of the Company of the same class already listed when the issue price is finally determined and the shares issued do not exceed 10 percent of the Company's total share capital at the time of this authorization becoming effective or – if lower – at the time of this authorization being exercised; in calculating this 10 percent cap must also include other shares issued or sold during the term of this authorization with shareholders' pre-emption rights disapplied in accordance or in reliance on with section 186 (3) sentence 4 AktG must be taken into account; similarly, it shares issued or to be issued to serve warrants, convertible bonds and/or profit participation bonds as well as profit participation rights must be included if the above bonds/profit participation rights were issued during the term of this authorization with pre-emption rights disapplied in reliance on section 186 (3) sentence 4 AktG with the corresponding changes;
- for capital increases in return for non-cash contributions for the purpose of business combinations or the acquisition of companies, parts of companies, equity investments in companies (including increases in existing investments) or other assets.

The total amount of the shares issued with pre-emption rights disapplied in return for cash and/or non-cash contributions must not exceed 10 percent of the share capital, either at the time that this authorization becomes effective or – if lower – at the time that this authorization is exercised. The above 10 percent cap must include shares issued or sold during the term of this authorization with shareholders' pre-emption rights disapplied; similarly, it must include shares issued or to be issued to serve warrants, convertible bonds and/or profit participation bonds as well as profit participation rights if the above bonds/profit participation rights were issued during the term of this authorization with pre-emption rights disapplied.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further content of share rights and the conditions for issuing shares.

#### **§ 4**

#### **Form of the Share Certificates**

The form of the share certificates and the dividend and renewal coupons shall be determined by the Management Board. The Company may issue several shares in one certificate (Global Certificates). To this extent, any right to individually certificate shares is excluded.

**§ 5**  
**Notices / Forum**

- (1) Company notices shall be published in the Federal Gazette (*Bundesanzeiger*), unless mandatory statutory provisions require otherwise. The Company is authorized to send shareholders and bearers of registered securities information by way of data transmission.
- (2) The forum for any and all disputes between the Company and shareholders shall be the Company's registered office. Foreign courts shall have no jurisdiction for any such disputes.

**II. Company's Constitution**

**§ 6**

The Company's governing bodies are:

- A. the Management Board;
- B. the Supervisory Board;
- C. the General Shareholders' Meeting.

**§ 7**

**A. The Management Board**

- (1) The Management Board shall have at least two members. The Supervisory Board shall appoint and dismiss Management Board members and shall determine the number of members. Proxy Management Board members may be appointed.
- (2) Votes by the Management Board shall be decided by a majority of votes cast by its members. Should a chairman be present, he shall have a casting vote in the event of a tie.

**§ 8**

**Company Representation**

The Company shall be represented by two Management Board members or by one Management Board member acting jointly with a commercial attorney in fact (*Prokurist*). Otherwise, the Company will be represented by commercial attorneys in fact or other authorized signatories according to more specific instructions from the Management Board.

## **§ 9**

### **B. The Supervisory Board**

#### **Number and Election**

- (1) In accordance with the provisions of the *Mitbestimmungsgesetz* (German Codetermination Act), the Supervisory Board consists of the prescribed minimum number of shareholder and employee members. The shareholder members are elected in accordance with the provisions of the *Aktiengesetz* (German Stock Corporation Act). The employee members are elected in accordance with the provisions of the German Codetermination Act.
- (2) Subject to the stipulation of a shorter term in office, members of the Supervisory Board will be elected until the end of the Annual General Meeting that adopts a resolution on the discharge of the members for the fourth financial year after the start of their term in office. This does not include the financial year in which the term in office begins. Re-election is possible. Shareholder members of the Supervisory Board are elected individually.

## **§ 10**

### **Chairman of the Supervisory Board**

- (1) Directly following the General Shareholders' Meeting upon the conclusion of which the new term of office commences, the Supervisory Board shall elect from its midst in accordance with the provisions of the German Stock Corporation Act and the German Co-determination Act a chairman and a deputy for the respective term of office. Such election shall take place at a meeting to be held without any special notice.
- (2) Should the chairman or his deputy leave the Supervisory Board prior to expiry of their term of office, the Supervisory Board shall hold a new election for the remaining term of office of the departed member without undue delay.

## **§ 11**

### **Supervisory Board Meetings, Adoption of Resolutions**

- (1) The Chairman of the Supervisory Board or, if he is unavailable, the Deputy Chairman or the Management Board on behalf of the Chairman of the Supervisory Board, convenes the meetings of the Supervisory Board. Meetings can be convened in writing, by fax or using other conventional means of communication (e.g. e-mail or by phone).
- (2) Resolutions of the Supervisory Board are generally adopted at meetings. Outside meetings, resolutions are permitted in writing, by phone, fax, e-mail or other conventional means of telecommunication, including in particular video conference, if

the Chairman of the Supervisory Board or, if he is unavailable, his Deputy decides this in the individual case. The other members of the Supervisory Board do not have a right to object to this.

- (3) The Supervisory Board is quorate if at least half its members take part in the resolution. A member also takes part in the resolution if he/she abstains.
- (4) Absent members of the Supervisory Board can participate in resolutions of the Supervisory Board by having their written votes (including faxes) submitted by other members of the Supervisory Board. Furthermore, absent members of the Supervisory Board can cast their votes by phone, fax, e-mail or other conventional means of telecommunication, including in particular video conference, during the meeting or afterwards, if the Chairman of the Supervisory Board or, if he is unavailable, his Deputy stipulates this for the individual instance before the passing of the resolution begins, and setting an appropriate period of time. The other members of the Supervisory Board do not have a right to object to this.
- (5) If requested by two members of the Supervisory Board, the resolution on individual or all items of the agenda must be postponed if there would not be an equal number of shareholder and employee members of the Supervisory Board participating. Postponements of more than two months are not permitted. A further postponement of the resolution on the same item of the agenda is not permitted.
- (6) Resolutions of the Supervisory Board are adopted with a simple majority of votes cast, unless other majorities are required by law. If a vote by the Supervisory Board is tied, at the request of one of its members, the Supervisory Board must vote on the same resolution again in the same meeting. If this vote is also tied, the Chairman's vote will count twice. The same applies if the Chairman of the Supervisory Board has written votes submitted in accordance with section 108 (3) AktG. The Deputy Chairman does not have a second vote.
- (7) Minutes must be produced of the meetings of the Supervisory Board and signed by the chairperson of the respective meeting. The minutes must record the location and date of the meeting, the participants, the items on the agenda, the key content of discussions and the resolutions of the Supervisory Board. The same applies to resolutions adopted outside meetings, the minutes of which must be signed by the Chairman of the Supervisory Board.
- (8) Unless required otherwise by statutory provisions, these regulations apply with the corresponding changes to resolutions by committees, with the Chairman of the Supervisory Board and his deputy replaced by the chairman of the committee and his deputy."

## **§ 12**

### **Declarations of Intent by the Supervisory Board, Supervisory Board Committees, Rules of Procedure of the Supervisory Board**

- (1) Declarations of intent by the Supervisory Board shall be made on behalf of the Supervisory Board by the Chairman or, in the event of his incapacity, by his deputy.
- (2) The Supervisory Board may and, to the extent prescribed by law, shall be obliged to form committees. To the extent permitted by law, decision-making authority may be delegated to such committees.
- (3) The Supervisory Board should issue rules of procedure for governing its own working procedures and internal organization.

## **§ 13**

### **Resignation from Office**

Each member of the Supervisory Board can resign from office, even without good cause, by issuing a declaration in written or electronic form to the Chairman of the Supervisory Board or to the Management Board, effective from the end of the calendar month after the month in which resignation was declared. This period can be shortened by mutual arrangement. This does not affect the right to resign from office for good cause.

## **§ 14**

### **Transactions Requiring Consent**

- (1) The Management Board requires the approval of the Supervisory Board:
  - a) to acquire, sell or encumber property and hereditary building rights, to acquire and sell shares in companies, to issue warranties or guarantees or to assume similar liabilities if the value of any one of these transactions exceeds € 20 million, to issue warranties or guarantees or to assume similar liabilities only if this occurs outside the normal course of business; and
  - b) to take out loans.
- (2) Consent pursuant to paragraph 1 a) shall not be required for transactions with affiliated companies.



## **§ 15**

### **Amendments to the Memorandum and Articles of Association**

The Supervisory Board may amend the Memorandum and Articles of Association (hereinafter "Articles") if the relevant amendment affects the wording only.

## **§ 16**

### **Supervisory Board Remuneration**

- (1) Each member of the Supervisory Board receives fixed remuneration of 40,000 Euro.
- (2) The Chairman of the Supervisory Board receives three times the remuneration stated under (1), his deputy double the amount stated under (1).
- (3) The members of the Executive Committee, the Audit Committee and the Committee on Arranging Personnel Matters of the Management Board receive additional remuneration for their work on these committees. Each committee member receives remuneration of 1,500 Euro per meeting for his participation in a meeting of one of these committees. The Chairman of the Audit Committee receives remuneration of 4,500 Euro per meeting, the Chairman of the Executive Committee and the Chairman of the Committee on Arranging Personnel Matters of the Management Board receive remuneration of 2,500 Euro per meeting.
- (4) Members of the Supervisory Board who are on the Supervisory Board for only part of the fiscal year receive reduced remuneration proportionate to the time served. The fixed remuneration is payable after the end of the fiscal year, the remuneration for participation in committee meetings in accordance with (3) after participating in the respective meeting.
- (5) The company also grants each member of the Supervisory Board an attendance fee of 500 Euro for participation in a meeting of the Supervisory Board, a meeting of the committees stated in (3) and a preparatory separate shareholder or employee member meeting if these are held on a different day to the Supervisory Board meeting.
- (6) The company reimburses each member of the Supervisory Board for his expenses incurred in the context of his work as a member of the Supervisory Board.

- (7) The company reimburses each member of the Supervisory Board for the sales tax charged in the context of his work as a member of the Supervisory Board.
- (8) The performance of duties by members of the Supervisory Board is covered by a D&O insurance policy taken out by the company.

## **§ 17**

### **C. The General Shareholders' Meeting**

#### **Location, convening and structure of the General Shareholders' Meeting**

- (1) The Company's General Shareholders' Meeting shall be held at the Company's registered office, at the site of a domestic branch or business establishment of the Company or at the site of an enterprise affiliated with the Company or at another location within the Federal Republic of Germany having no less than 100,000 inhabitants. Notice of the meetings shall be provided by the Management Board and, where required by law, by the Supervisory Board, and shall include the meeting agenda.
- (1a) For a period of two years after the entry in the commercial register of the Company of the amendment to the Articles of Association resolved at the Annual General Meeting on July 26, 2023, to introduce this paragraph (1a), the Management Board is authorized to stipulate that the Annual General Meeting can be held without shareholders or their proxies attending in person at the location of the Annual General Meeting (virtual Annual General Meeting). Article 17 (1) sentence 1 of the Articles of Association does not apply in the event of a virtual Annual General Meeting. In all other respects, all regulations of these Articles of Association for Annual General Meetings apply to the virtual Annual General Meeting, unless strictly stipulated otherwise by law or expressly determined otherwise in these Articles of Association.
- (2) The ordinary General Shareholders' Meeting shall be held within the first eight months of a given financial year. In the event a public takeover offer has been made, the Company shall call an extraordinary General Shareholders' Meeting in order to discuss the takeover offer, unless both the Management Board and the Supervisory Board decide not to call such meeting. Otherwise, extraordinary General Shareholders' Meetings shall be called as required.
- (3) The Annual General Meeting must be convened with at least the amount of notice specified by law.
- (4) Only the shareholders who have registered for the Annual General Meeting and provided evidence of their shareholdings are entitled to attend the Annual General Meeting and to exercise their voting rights. Proof of the shareholding can be provided by means of proof of the shareholder's shareholding issued in text form by the last intermediary in accordance with Section 67c (3) AktG. This can also be sent directly to the Company by the last intermediary and must refer to the close of business of the 22nd day before the

Annual General Meeting. The Company must receive shareholders' registration and evidence of shareholdings at the address specified for this purpose in the invitation at least six days before the Annual General Meeting. The day of the Annual General Meeting and the day of receipt are not counted. The notice of convocation for the Annual General Meeting may specify a shorter period for registration and receipt of proof of shareholding to be measured in days.

- (5) If there is any doubt as to the authenticity or accuracy of the evidence of shareholdings in accordance with (4), the Company can demand further suitable evidence from the shareholder.
- (6) Each shareholder can choose to be represented by a proxy at the Annual General Meeting. Unless stipulated otherwise by law or in the invitation to the Annual General Meeting, written or electronic form is required to grant or revoke power of attorney, and to provide evidence of authorization to the Company. This does not affect the regulations of section 135 AktG.
- (7) The Management Board can allow shareholders to cast their votes in writing or by means of electronic communication even if they do not attend the Annual General Meeting (postal voting). The Management Board can regulate the details of the scope and procedure for postal voting.
- (8) The Management Board can allow shareholders to participate in the Annual General Meeting without being present at its venue and without a proxy, and to exercise all or some of their rights in full or in part by means of electronic communication (online participation). The Management Board can regulate the details of the scope and procedure for online participation.
- (9) The Management Board can allow an audio-visual broadcast of the Annual General Meeting by electronic media, to the extent permitted by law, and regulate the details.
- (10) If the Management Board exercises one or more authorizations in accordance with (7) to (9), the provisions made on the basis of the authorizations must be announced in the invitation to the Annual General Meeting.
- (11) The members of the Management Board and Supervisory Board should attend the Annual General Meeting in person. Members of the Supervisory Board who are not chairing the Annual General Meeting can also participate in the Annual General Meeting by means of audio-visual transmission if advisable for health reasons, or if a member of the Supervisory Board resident in a non-European country would incur disproportionately high travel expenses or risks due to the crisis-related uncertainty of travel. At the request of the Supervisory Board member concerned, the Chairman of the Supervisory Board will make a final and binding assessment of whether the corresponding requirements for participation by audio-visual transmission are met. If the Chairman of the Supervisory Board himself is affected, this will be decided by the Deputy Chairman of the Supervisory Board.

- (12) In the event of a virtual Annual General Meeting, members of the Supervisory Board who are not chairing the Annual General Meeting can in addition to the aforementioned cases also participate in the Annual General Meeting by way of audio-visual communication if participating on-site would entail disproportionate effort on their part or the situation in terms of safety and/or security suggests that participation by way of audio-visual communication is advisable. Article 17 (11) sentences 3 and 4 apply accordingly.

## **§ 18**

### **Chairman of the General Shareholders' Meeting**

- (1) The Annual General Meeting is chaired by the Chairman of the Supervisory Board or, if he is unavailable, by another shareholder member of the Supervisory Board to be determined by him. In the event that neither the Chairman of the Supervisory Board nor another member of the Supervisory Board determined by him chairs the meeting, the person chairing the meeting will be elected by the shareholder members of the Supervisory Board present at the Annual General Meeting by a simple majority of the votes cast.
- (2) The chairman shall head the meeting and shall determine the sequence of the items for discussion as well as the type and form of any votes. He may reasonably restrict the time in which the shareholder may ask questions and give speeches. Above all, he may at the commencement or during the course of the General Shareholders' Meeting set reasonable time limits for the entire General Shareholders' Meeting, for the period of discussion on any individual agenda items, and for presenting any individual questions and speeches.

## **§ 19**

### **Voting Rights / Proxy**

- (1) Each no-par share shall be entitled to one vote at the General Shareholders' Meeting.
- (2) Unless mandatory statutory provisions require otherwise, resolutions shall be adopted by a simple majority of votes cast. Where law requires a majority of the represented share capital in addition to a majority of votes cast, resolutions shall be adopted by a simple majority of the registered share capital represented upon adoption of the relevant resolution.

### **III. Annual Financial Statements and Allocation of Profits**

#### **§ 20**

##### **Financial Year and Accounts**

- (1) The financial year shall run from 1 April until 31 March.
- (2) In the first three months of the fiscal year, the Management Board must prepare the annual financial statements and the management report and the consolidated financial statements and the Group management report for the last fiscal year and submit these to the Supervisory Board immediately upon their completion. At the same time, the Management Board must submit to the Supervisory Board the proposal it intends to make to the Annual General Meeting for the appropriation of net profits.
- (3) The ordinary General Shareholders' Meeting shall adopt resolutions, in particular, concerning the allocation of any net income as shown on the balance sheet, formal approval of the actions of the Management Board and the Supervisory Board, and election of the auditor, and, in those cases stipulated by law, concerning adoption of the annual financial statements.

#### **§ 21**

##### **Reserves**

The Management Board and Supervisory Board may, in adopting the annual financial statement, allot to other revenue reserves, in whole or in part, any net income for the year remaining following deduction of the amount to be allotted to statutory reserves and any loss carry forward. Amounts in excess of fifty percent of the net income for the year may not be allotted to reserves, provided the other revenue reserves would exceed more than fifty percent of the registered share capital following such allotment.

#### **§ 22**

##### **Type and Calculation of Allocation of Profits**

The shareholders' profit shares shall always be allocated in proportion to the contributions paid in by them in relation to their share in the registered share capital and in proportion to the time that has elapsed since such payment. In the event of an increase in the registered share capital, a resolution may be adopted for a different manner of allocating profits for the new shares.