

## **Articles of Association**

**of**

### **First Sensor AG**

**I.**

#### **General Provisions**

##### **Section 1**

##### **Company, Registered Office and Fiscal Year**

1. The name of the company is First Sensor AG.
2. The company's registered office is in Berlin.
3. The financial year of the company extends from October 1 of each year to September 30 of the following year. A short financial year is recognized for the period from January 1, 2021 to September 30, 2021.

##### **Section 2**

##### **Object of the Company**

1. The object of the company is the development, production and sales in Germany and abroad of sensor systems of all kinds, as well as of electronic components and devices.
2. The company is entitled to establish branches in Germany and abroad, enter into company agreements and invest in other companies. It is also entitled to take all appropriate measures to meet the purpose of the company.

##### **Section 3**

##### **Announcements and Information**

1. The company makes announcements in the German Federal Gazette (Bundesanzeiger).
2. Information may also be provided to holders of the company's registered securities by way of electronic data interchange.

**II.**  
**Share Capital and Shares**

**Section 4**  
**Amount and Division of Share Capital**

1. The company's share capital is EUR 51,657,480.00 (in words: fifty-one million six hundred and fiftyseven thousand four hundred and eighty euro).
2. The share capital is divided into 10,331,496 no-par-value shares.

**Section 5**  
**Bearer Shares**

1. The shares are bearer shares.
2. The form of share certificates and the dividend and renewal coupons is determined by the Executive Board with the approval of the Supervisory Board. The company can combine individual shares into share certificates that represent a majority of shares (global certificates, global notes).
3. There is no right to issue individual share certificates. This does not affect the right of shareholders to request, at their own expense, that a global certificate is issued for all shares they hold.
4. In the event of capital increases, the distribution of profits for new shares may be determined differently to the method set out under Section 60 AktG.
5. The share capital of the Company is conditionally increased by up to EUR 195,000 (in words: one hundred ninety-five thousand euros) through the issue of up to 39,000 bearer shares (Conditional Capital 2016/II). The conditional capital increase serves exclusively to fulfill subscription rights granted on the basis of the authorization of the Annual General Meeting on May 4, 2016 in accordance with agenda item 6. The conditional capital increase will only be implemented to the extent that the holders of subscription rights issued under the "Stock Option Plan 2016/II" exercise their right to subscribe for shares in the Company and the Company does not deliver treasury shares to fulfill the options. The new shares shall participate in the profits from the beginning of the financial year for which, at the time of their issue, no resolution on the appropriation of profits has yet been passed.

**III.**  
**The Executive Board**

**Section 6**  
**Composition**

1. The Executive Board comprises one or more than one persons. The Supervisory Board appoints the members of the Executive Board and determines how many are appointed. Deputy members of the Executive Board may be appointed.
2. The Supervisory Board can appoint a member of the Executive Board as Chair or speaker of the Executive Board and other members of the Executive Board as deputy Chairs or deputy speakers.
3. Executive Board resolutions are adopted with a simple majority of votes cast. In the event of a tie, the Chairman casts the deciding vote.
4. The Executive Board's rules of procedure are determined unanimously by its members with the approval of the Supervisory Board, unless the Supervisory Board issues rules of procedure for the Executive Board.

**Section 7**  
**Company Representation**

If there are several Executive Board members, the company is legally represented by two Executive Board members or by one Executive Board member and a company officer with statutory authority. The Supervisory Board may decide that individual members of the Executive Board are permitted to represent the company alone. It can also release individual members of the Executive Board from the restrictions under Section 181 of the *Bürgerliches Gesetzbuch* (BGB - German Civil Code). If only one Executive Board member is appointed, he or she manages the company alone.

**IV.**  
**The Supervisory Board**

**Section 8**  
**Composition, Term of Office, Resignation**

1. The Supervisory Board consists of six members. Of these, four members are elected by the Annual General Meeting (shareholder representatives) and two members are elected by employees (employee representatives) in accordance with the provisions of the German Act Concerning One-third Employee Representation on the Supervisory Board (DrittelbG), as amended.

2. Unless the Annual General Meeting imposes a shorter term of office when electing individual members to be elected by it, the Supervisory Board members will be appointed until the end of the Annual General Meeting that resolves to approve the actions for the fourth fiscal year after the start of their term of office. This does not include the fiscal year in which the term of office begins. Re-election is possible.
3. A substitute member can also be elected for each member of the Supervisory Board at the same time as the ordinary members of the Supervisory Board. The substitute member replaces the departing member for the duration of his or her remaining term of office.
4. The election of substitute members for the Supervisory Board members representing employees is based on the German Act Concerning One-third Employee Representation on the Supervisory Board (DrittelbG), as amended.
5. Each member of the Supervisory Board may resign by giving one month's notice to the end of the month, including without good cause, by notifying the company, represented by the Executive Board, in writing.
6. Members of the Supervisory Board who were elected by the Annual General Meeting may be dismissed before the end of their term of office by the Annual General Meeting with a simple majority of votes cast.

**Section 9**  
**Not assigned**

**Section 10**  
**Chair and Deputies**

At its first meeting after being elected, the Supervisory Board elects a Chair and one or several deputies from among its members. The election is valid for the term of office of those elected or for a shorter period of time as determined by the Supervisory Board. Deputies assume the rights and responsibilities of the Chair of the Supervisory Board if the Chair is indisposed. If there are multiple deputies, they assume these rights and responsibilities in the order of precedence determined at the time they were elected.

**Section 11**  
**Convocation and Resolutions**

1. The Chair, or if he/she is indisposed his/her deputy, convenes the meetings of the Supervisory Board. The invitation must be sent out in writing, by telegram, by fax or by e-mail at least two weeks before the meeting and must state the individual agenda items. This notice period does not include the day on which the invitation is sent or the day of the meeting. In urgent cases, the notice period for convening a meeting may be shortened to three working days.
2. At the request of the Chair, resolutions can also be approved in writing, by telephone, by fax or by e-mail, provided no member objects.
3. The Supervisory Board meeting is chaired by the Chair or his/her deputy.
4. At least three members of the Supervisory Board must be present when a resolution is passed by the Supervisory Board.
5. Declarations of intent by the Supervisory Board are to be submitted by the Chair, or if he/she is indisposed by his/her deputy, in the name of the Supervisory Board.
6. Meetings of the Supervisory Board take place at the company's head office unless all of the members of the Supervisory Board agree to a different location.
7. Unless otherwise provided for by law, resolutions of the Supervisory Board require a simple majority of the votes cast. In the event of a tie vote, the Chairman or, if he is not participating in the vote, his deputy casts the deciding vote (tie-breaking vote).

**Section 12**  
**Duties of the Supervisory Board**

1. The Supervisory Board must monitor the management of the company's Executive Board.
2. The Supervisory Board may issue rules of procedure itself.
3. The Supervisory Board may determine the amount above which investments or borrowings require its approval.
4. The Supervisory Board may also determine other business that requires its approval.

### **Section 13 Remuneration**

1. At the end of the fiscal year, members of the Supervisory Board receive remuneration of EUR 20,000.00 for each full year in which they have been a member of the Supervisory Board. This remuneration increases to EUR 50,000.00 for the Chair of the Supervisory Board and EUR 30,000.00 for the deputy. The company provides the members of the Supervisory Board with insurance coverage in the amount reasonable for carrying out the work of the Supervisory Board. These premiums are paid by the company.
2. The company reimburses each member of the Supervisory Board for all reasonable and verified expenses incurred when performing the duties of office and for any value added tax to which remuneration is subject.

### **V. The Annual General Meeting**

#### **Section 14 Location of the Annual General Meeting**

The company's Annual General Meeting is held at the company's registered office or in a nearby location or at a German stock market location.

#### **Section 15 Convening the Annual General Meeting**

The Annual General Meeting is to be convened within the statutory time limits, specifying the agenda, by way of announcement in the German Federal Gazette (Bundesanzeiger).

#### **Section 16 Right of Attendance and Voting Rights**

1. Only those shareholders who have registered in text form (Section 126b BGB) are entitled to attend the Annual General Meeting and exercise voting rights. Registration must be received by the company at the address stated in the invitation no later than six days before the Annual General Meeting; the date of receipt and the date of meeting do not count. Section 121 (7) of the German Stock Corporation Act also applies.
2. Shareholders must also provide proof of their entitlement to participate in the Annual General Meeting and to exercise their voting rights. Proof of share ownership in text form from the last intermediary in accordance with Section 67c (3) AktG is sufficient for this purpose. The company is entitled to request suitable further proof

if there is any doubt as to the authenticity of the proof of entitlement. The proof must relate to the close of business on the 22nd day prior to the Annual General Meeting and be received by the company at the address specified for this purpose in the invitation at least six days prior to the Annual General Meeting, not including the day of receipt and the day of the meeting. Section 121 (7) of the German Stock Corporation Act also applies.

3. The entirety of the Annual General Meeting may be transmitted by the company in audio and video form if the Executive Board and the Supervisory Board resolve to do so in individual cases and disclose this in the notice of the Annual General Meeting published in the Federal Gazette.
4. The Executive Board is authorized to provide for shareholders to participate in the Annual General Meeting even without attendance at its location and without a proxy and to be able to exercise all of their rights or individual rights fully or partially via electronic communication (online participation). The Executive Board can define the scope and procedure for online participation in detail.
5. The Executive Board is authorized to provide for shareholders to cast their votes in writing or via electronic communication even without participating in the Annual General Meeting (absentee voting). The Executive Board can define the procedure for absentee voting in detail.
6. Members of the Supervisory Board who (i) are domiciled abroad or (ii) are prevented from attending the Annual General Meeting for professional or health reasons may participate in the Annual General Meeting by way of video and audio transmission. Members of the Supervisory Board are also permitted to participate in the Annual General Meeting by way of video and audio transmission if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the location of the Annual General Meeting.
7. The Executive Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting) (Authorization 2023). The authorization shall apply to the holding of virtual Annual General Meetings in a period of two years after entry of this provision of the Articles of Association in the commercial register of the Company.

## **Section 17 Voting Rights**

Each share entitles the holder to one vote at the Annual General Meeting.

## **Section 18 Chair at the Annual General Meeting**

1. The Annual General Meeting is chaired by the Chair of the Supervisory Board or by another Supervisory Board member appointed by him/her. If the Chair of the Supervisory Board does not take the chair at the Annual General Meeting and has not appointed another Supervisory Board member as his/her representative, then the Supervisory Board elects the Chair of the Annual General Meeting. Persons who are neither shareholders nor members of the Supervisory Board but are otherwise a part of the company are also eligible for election.
2. Within the scope of statutory provisions, the Chair decides the course of the Annual General Meeting, in particular the nature, form and order of voting.
3. The chair of the meeting can limit the time for shareholders to ask questions and speak. In particular, he/she is entitled to impose appropriate time limits for the entire Annual General Meeting, for individual agenda items or for individual speakers at the beginning or during the Annual General Meeting.

## **Section 19 Adopting Resolutions**

1. Unless mandatory provisions in the German Stock Corporation Act state otherwise, resolutions of the Annual General Meeting are approved with a simple majority of votes cast. If the German Stock Corporation Act also requires a majority of the share capital represented at the passing of the resolution in order to approve a resolution, a simple majority of the capital represented is sufficient to meet this requirement, provided this is permitted by law.
2. Election as a shareholder representative on the Supervisory Board requires a simple majority of the votes cast. If there are two or more candidates and no candidate receives an absolute majority during the first round of voting, another round will be held involving the two candidates who received the most votes. During the second round of voting, a relative majority of votes is sufficient. In the event of a tie vote, the election will be decided by having the Chairman drawing lots.
3. The Supervisory Board is authorized to amend the Articles of Association in terms of its wording only.



**Section 20**  
**The Annual General Meeting**

An Annual General Meeting is held in the first eight months of each fiscal year and must, in particular, decide on:

- a) the approval of the annual financial statements in cases provided for by law
- b) the appropriation of retained net profit
- c) approving the actions of the members of the Executive Board and the Supervisory Board
- d) selecting the auditor

**VI.**  
**Annual Financial Statements and Profit Appropriation**

**Section 21**  
**Annual Financial Statements and Profit Appropriation**

- 4. The annual financial statements and the management report must be prepared, audited and approved in accordance with statutory provisions.
- 5. The Annual General Meeting may, instead of or in addition to a cash distribution, decide to appropriate retained net profit by way of a dividend in kind.

**VII.**  
**Contributions in Kind**

**Section 22**  
**Contributions in Kind**

With effect from January 1, 1998, founder Dr. Bernd Kriegel introduced all shares in the nominal amount of DM 100,000.00 (in words: one hundred thousand Deutsche Mark) in addition to profit participation rights from January 1, 1998 in Silicon Sensor GmbH, Berlin as a contribution in kind to the company. The founder, Dr. Bernd Kriegel, received 1,200,000 no-par-value shares in return.

**VIII.**  
**Closing Provisions**

**Section 23**  
**Costs, Start-Up Costs**

6. In accordance with Section 26 (2) AktG, start-up costs such as notary fees, legal costs, publication costs and all other costs incurred as a result of establishing the company are to be borne by the company.
7. Total start-up costs are estimated at DM 150,000.00 (in words: one hundred and fifty thousand Deutsche Mark).

**Section 24**  
**Legal Venue**

The legal venue is the company's registered office.

**Section 25**  
**Severability Clause**

If any individual provisions of these Articles of Association are invalid, this does not affect the remaining provisions.