Convenience Translation from the German into the English language

A R T I C L E S
of AT & S Austria Technologie & Systemtechnik Joint Stock Company

I.

General Provisions

§1

Name, Registered Office, and Duration of the Company

1. The joint stock company bears the name AT & S Austria Technologie & Systemtechnik Aktiengesellschaft.
2. The registered office of the Company is Leoben. The Company is authorized to establish branch offices both in Austria and abroad.
3. The duration of the Company is not limited to any specific period of time.

§2

Objects of the Company

1. The purpose of the Company is:

a) the development and manufacture of electronic components, parts, modules, and devices;

b) the marketing of the products referred to in subparagraph a) under the abbreviated name AT & S or AUSTRIA TECHNOLOGIE & SYSTEMTECHNIK;

c) the development and manufacture of systems based on electronic technology;

d) the trade in electronic components, devices, and systems, as well as the brokerage of commercial transactions involving such products;

e) the provision of services in automatic data processing and information technology and consulting in these fields;

f) the performance and brokerage of all work pertaining to organizational, technical, commercial, and economic consulting for companies and businesses of all kinds, as well as the manufacture, distribution, and maintenance of machinery and equipment pertaining to this field of activity;

g) the trade in goods of all kinds;

h) industrial research and development, including the preparation of industrial manufacturing processes (engineering) in the Company's fields of activity, as well as the acquisition, granting, and exercise of industrial property rights, licences, manufacturing and distribution rights, and distribution rights of all kinds;

i) the performance of electrical installation work at the high-voltage and low-voltage levels;

j) The Company is further authorized to manufacture, process, acquire, and distribute other products, and to perform services of all kinds.

2. The Company's object also includes participation in other companies of a related or similar nature, the assumption of the management of such companies, and asset management, with the exception of banking activities.

3. The Company is authorized to engage in all business activities and measures necessary or useful for achieving the Company's objects. Its activities extend to both domestic and international operations.

§3

Publications and Notices

1. The Company's publications are made on the Company's website and, to the extent and for as long as required by law, in the Official Gazette of the Wiener Zeitung or on the Federal Government's electronic publication and information platform (EVI). In all other respects, the Company's publications are made in accordance with the applicable legal provisions.

2. Shareholders may send legally effective notices to the Company exclusively in German or English.

II.

Share Capital and Shares

§4

Share Capital

1 The Company's share capital amounts to EUR 42,735,000.--.

2. The share capital is divided into 38,850,000 shares.

3. All shares are bearer shares.

4. If, in the event of a capital increase, the resolution on the increase does not specify whether the shares are to be bearer shares or registered shares, they shall be bearer shares.

5. The Company is entitled to acquire its own shares in accordance with statutory provisions.

6. a) The Management Board is authorised, with the consent of the Supervisory Board, to increase the Company's share capital within five years from the registration of the amendment to the articles of association in the commercial register—if applicable in several tranches—by up to EUR 21,367,500.-- through the issuance of up to 19,425,000 new no-par value bearer shares, against contributions in cash and/or in kind, and to determine, in agreement with the Supervisory Board, the issue price, which may not be lower than the pro rata amount of the share capital, as well as the terms of issue (Authorized Capital 2024).

The statutory subscription right may be granted to shareholders in such a way that the capital increase is underwritten by a credit institution or a consortium of credit institutions with the obligation to offer it to shareholders in accordance with their subscription rights (indirect subscription right pursuant to Section 153 para. (6) of the Austrian Joint Stock Corporation Act - AktG).

The statutory subscription rights of the shareholders with respect to the new shares issued under Authorized Capital 2024 are excluded (direct exclusion of statutory subscription rights) if and to the extent that this authorization is utilized by issuing shares for cash contributions in a total amount of up to 10% of the share capital, in order, in the context of the placement of new shares of the Company, (i) to exclude fractional amounts arising from an unfavourable subscription ratio from the shareholders' subscription rights and/or (ii) to satisfy over-allotment options (greenshoe options) granted to the underwriting banks

In addition, the Management Board is authorized, with the approval of the Supervisory Board, to exclude statutory subscription rights, in particular in the following cases:

i. in order to increase the share capital against contributions in kind, provided that the capital increase is made for the purpose of the (including indirect) acquisition of companies, parts of companies, or interests in companies, or other assets related to an acquisition project;
ii. in the case of capital increases against cash contributions, if the exercise of the authorization in question is objectively justified at the time of issuance in accordance with the applicable statutory requirements;
iii. in order to the extent necessary to service bonds (including profit participation rights) issued or to be issued by the Company or its subsidiaries (Section 189a no.7 Austrian Commercial Code - UGB) that carry conversion or option rights or a conversion obligation;
iv. to transfer shares to employees, executives, and members of the Management Board of the Company or its subsidiaries (Section 189a no.7 Austrian Commercial Code – UGB) of the Austrian Commercial Code) for remuneration purposes;
v. in order to implement a so-called scrip dividend, in which the Company's shareholders are offered the option to contribute their dividend entitlement (in whole or in part) to the Company as a contribution in kind in exchange for new shares issued from the Authorized Capital 2024;

The proportionate amount of the share capital attributable to shares issued against cash and/or non-cash contributions, excluding subscription rights, may not exceed 10% (ten percent, rounded to the second decimal place) of the Company's share capital at the time the authorization is granted. The number of shares for which conversion and/or subscription rights are granted in connection with convertible bonds issued during the term of this authorization, excluding subscription rights, shall be counted toward this 10% threshold.

The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issuance of shares from the Authorized Capital 2024.

b) The share capital is conditionally increased in accordance with Section 159 para. 2 no.1 of the Austrian Joint Stock Corporation Act (AktG) by up to EUR 21,367,500 through the issuance of up to 19,425,000 new no-par bearer shares.

This conditional capital increase shall be implemented only to the extent that holders of convertible bonds issued pursuant to the resolution of the Annual General Meeting of 4 July 2024 exercise the conversion and/or subscription rights granted to them for shares of the Company. The issue price and the conversion and/or subscription ratio shall be determined taking into account standard market calculation methods as well as the market price of the Company's shares (basis for calculating the issue price); the issue price may not be less than the pro rata amount of the share capital. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase (in particular the issue price and the content of the share rights). The newly issued shares shall participate in profits in the same manner as the shares traded on the stock exchange at the time of issuance. The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issuance of shares from the conditional capital. The same applies in the event that the authorization to issue the convertible bonds is not exercised after the expiration of the authorization period, as well as in the event that the conditional capital is not utilized after the expiration of the periods specified in the terms and conditions of the convertible bonds.

c) The sum of (i) the number of shares currently issued or potentially to be issued from the conditional capital in accordance with the terms of the convertible bonds and (ii) the number of shares issued from the Authorized Capital 2024 may not exceed the number 19,425,000 (quantitative determination of the authorizations under subparagraphs a) and b).

§5

Share Certificates

1. Bearer shares shall be represented by one or, if applicable, several global share certificates. The form and content of the share certificates (global certificates) shall be determined by the Management Board with the consent of the Supervisory Board. The global certificate(s) shall be deposited with a central securities depository pursuant to Section 1(3) of the Austrian Depository Act (*Depotgesetz*) or with an equivalent foreign institution.

III.

Management Board

§6

Composition of the Management Board

1. The Management Board consists of two to six members, whereby the Supervisory Board may appoint a Chairperson from among the members of the Management Board.
2. The appointment of deputy members of the Management Board within the maximum number specified in paragraph 1 is permissible.
3. The Supervisory Board’s resolution on appointment shall determine the term of office of the members of the Management Board.

§7

Representation of the Company

1. The Company is represented by two members of the Management Board jointly, by one member of the Management Board together with an authorized signatory, or, within the scope of their statutory power of representation, by two authorized signatories jointly. Deputy members of the Management Board shall have the same powers of representation as the other members of the Management Board.

2. The Supervisory Board may grant or revoke sole power of representation to any member of the Management Board and/or deputy member of the Management Board.

§8

Management

1. The Supervisory Board determines the allocation of responsibilities within the Management Board and issues Rules of Procedure for the Management Board.
2. In conducting its business, the Management Board must comply with statutory provisions, the Articles of Association, and the Rules of Procedure issued by the Supervisory Board.
3. The Management Board is obligated towards the Company to comply with the limitations established by the Austrian Joint Stock Corporation Act—in particular in Section 95 para. 5 — as amended from time to time, the Articles of Association, or the Supervisory Board regarding the scope of its management authority, or those resulting from a resolution of the General Meeting pursuant to Section 103 Joint Stock Corporation Act as amended from time to time.

4. The Management Board requires the prior approval of the Supervisory Board for the management measures listed in the Rules of Procedure for the Management Board.
5. The Supervisory Board may specify further legal acts that may be performed by the Management Board only with the prior approval of the Supervisory Board.

§9

Report to the Supervisory Board

1. The Management Board shall report to the Supervisory Board at least once a year on fundamental issues regarding the Company's future business policy and shall present the future development of the Company's net worth, financial position, and earnings situation based on a forecast (Annual Report).
2. The Management Board must also report to the Supervisory Board regularly, at least quarterly, on the course of business and the Company's situation in comparison to the forecast, taking future developments into account (Quarterly Report). The report must also provide information on the situation of the major group companies and affiliated companies.
3. In the event of a significant occurrence, the Chairperson of the Supervisory Board must be notified immediately; furthermore, circumstances of significant importance to the Company's profitability or liquidity must be reported to the Supervisory Board without delay (Special Report).
4. The Annual Report and the Quarterly Reports must be submitted in writing.
5. The Supervisory Board is entitled to request further reports from the Management Board at any time regarding any matter of the Company (including its relationships with group companies and affiliated companies).
6. All reports must comply with the principles of conscientious and faithful accounting.

IV.

Supervisory Board

§10

Composition of the Supervisory Board

The Supervisory Board consists of at least three and at most nine members elected by the General Meeting and the corresponding number of appointed members pursuant to Section 110 of the Labour Constitutional Act (*Arbeitsverfassungsgesetz*), as amended.

§11

Election and Removal of Supervisory Board Members

1. Unless otherwise determined by the General Meeting, the election of Supervisory Board members shall be for the longest period permitted under Section 87 para. 7 of the Austrian Joint Stock Corporation Act , that is, until the conclusion of the General Meeting that decides on the discharge for the fourth financial year following the election, whereby the financial year in which the election took place is not included.
2. If elected members of the Supervisory Board resign from the Supervisory Board before the end of their term of office, the General Meeting may elect replacement members of the Supervisory Board. The term of office of the replacement members of the Supervisory Board shall last until the end of the term of office of the resigning elected members of the Supervisory Board.
3. Any member of the Supervisory Board may resign from office, even without good cause, by giving one month's notice in a written statement addressed to the Chairperson of the Supervisory Board.
4. The appointment of an elected member of the Supervisory Board may be revoked by the General Meeting before the end of the term of office. The resolution requires a majority of three-quarters of the votes cast. It may only be passed if three-quarters of the share capital is represented at the General Meeting.

§12

Internal Rules of the Supervisory Board

1. At the next meeting following the vacancy of the office of the Chairperson of the Supervisory Board or of one or more of his/her deputies, the Supervisory Board shall elect a Chairperson or one or more deputies from among its members. If a Chairperson of the Supervisory Board is to be elected, the oldest member of the Supervisory Board present shall preside over the meeting until the election. The election requires an absolute majority of the votes cast. If, in an election, none of the proposed candidates receives the required majority, a runoff election shall be held between the two candidates who received the most votes. If, in this runoff election, none of the candidates receives the required majority, the decision shall be made by drawing lots. The election of the Chairperson or his or her deputies shall be valid for the duration of the elected members' term of office on the Supervisory Board and shall end upon the expiration of the elected members' term of office on the Supervisory Board. Re-election to such a position is permitted.
2. If the Chairperson of the Supervisory Board or one of his or her deputies resigns from office during a term of office, a by-election shall be held at the next meeting of the Supervisory Board.

3. If several Vice-Chairpersons are elected, the order in which they are called upon to deputize shall be determined. When acting on behalf of the Chairperson, each Vice-Chairperson shall have the same rights and duties as the Chairperson.

§13

Rules of Procedure of the Supervisory Board

1. The Supervisory Board shall adopt its own Rules of Procedure and may also adopt separate Rules of Procedure for the committees of the Supervisory Board.
2. Resolutions of the Supervisory Board regarding its Rules of Procedure and the Rules of Procedure of its committees require, in addition to the general resolution requirements of the Stock Corporation Act, the approval of a simple majority of the Supervisory Board members elected by the General Meeting.

§14

Proceedings and Resolutions of the Supervisory Board

1. The proceedings and resolutions of the Supervisory Board take place at meetings to which the Chairperson, or in his/her absence his/her Deputy, convenes the members in writing (including by fax, email, or in an equivalent form) at the address last notified to the Company. Section 94 (paras. 2 and 3 of the Joint Stock Corporation Act , as amended, remains unaffected.
2. The Supervisory Board is quorate if at least a simple majority of the Supervisory Board members elected by the General Meeting, but in any case at least three elected Supervisory Board members, including the Chairperson or his/her Deputy, are present. A Supervisory Board member who participates via videoconference that enables direct reciprocity, confidentiality, and authenticity of communication ("qualified videoconference") shall also be deemed present.
3. The Chairperson or, in his/her absence, his/her Deputy shall determine the format of the meeting, preside over it, and determine the method of voting.
4. Unless otherwise required by law, the Articles of Association, or the Rules of Procedure for the Supervisory Board, resolutions of the Supervisory Board shall be adopted by a simple majority of the votes cast. In the event of a tie, the Chairperson of the meeting shall have the casting vote.
5. Minutes shall be taken of the proceedings and resolutions of the Supervisory Board and shall be signed by the Chairperson of the meeting.

§15

Representation

Any member of the Supervisory Board may authorize another member of the Supervisory Board to represent them at a single meeting by means of a written power of attorney, which must be submitted to the chairperson of the meeting at the beginning of the meeting. The represented Supervisory Board member shall not be counted in determining the quorum of the meeting. The right to chair the meeting cannot be transferred. A Supervisory Board member may also authorize another Supervisory Board member to submit a written vote on their behalf at a meeting.

§16

Resolutions by Circular Resolution

Resolutions of the Supervisory Board may be adopted in writing, by telex or telephone, via videotelephony (simple video conference, internet conference), or by other comparable means (including email) if the Chairperson orders such a resolution for special reasons and no member of the Supervisory Board objects to this procedure. Proxy voting by a member of the Supervisory Board is not permitted when resolutions are adopted by written ballot. The provisions of Section 14 para. 4 of these Articles of Association, as amended from time to time, apply to the required majorities for resolutions. A written record must be prepared for resolutions adopted by telephone or by comparable means, which must be signed by the Chairperson.

§17

Committees

1. The Supervisory Board may form committees from among its members. Their duties and powers shall be determined by the Supervisory Board. To the extent permitted by law, decision-making power may also be delegated to the committees. Section 12 of the Articles of Association, as amended from time to time, shall apply mutatis mutandis to the election of committee members.
2. The provisions of Sections 14, 15, and 16 of the Articles of Association, as amended, shall apply mutatis mutandis to the committees of the Supervisory Board, unless Section 17 para. 2 of the Articles of Association provides otherwise. If a committee consists of only two members, it shall only be quorate if both members are present.
3. Pursuant to Section 92 para.4a of the Joint Stock Corporation Act , an audit committee must be established in any case.

§18

Participation in Meetings of the Supervisory Board and its Committees

1. With the exception of a secretary, persons who are not members of either the Supervisory Board or the Management Board may only participate in meetings of the Supervisory Board and its committees if the Supervisory Board so resolves.
2. Experts, informants, or other knowledgeable persons may, at the direction of the Chairperson of the meeting, be consulted regarding specific matters.

3. Supervisory Board members who do not belong to a committee may attend the committee's meetings only with the consent of the Chairperson of the Supervisory Board.

§19

Amendments to the Articles of Association

The Supervisory Board is authorized to resolve on amendments to the Articles of Association that concern only the wording.

§20

Declarations of Intent by the Supervisory Board

Declarations of intent by the Supervisory Board and its committees shall be issued by the Chairperson of the Supervisory Board or by the Chairperson of the respective committee, or, in the event of the latter's absence, by his or her deputy.

§21

Remuneration for the Supervisory Board

1. Each elected member of the Supervisory Board shall receive a meeting fee for each meeting and an annual remuneration, the amount of which shall be determined after the end of the respective financial year by the General Meeting that resolves on the annual financial statements. Out-of-pocket expenses are covered by the remuneration and shall not be reimbursed separately.
2. If elected members of the Supervisory Board undertake a special activity in this capacity in the interest of the Company, they may be granted special remuneration for this by resolution of the General Meeting.

V.

General Meeting

§22

General Provisions

1. The General Meeting is convened by the Management Board or the Supervisory Board.
2. The General Meeting shall be held at the Company's registered office, at one of its branches, or at another location where an Austrian notary public has his or her office.
3. The notice concerning the meeting must be published no later than 28 days prior to an ordinary General Meeting (Section104 AktG), or otherwise no later

than 21 days prior to the General Meeting. This period is to be calculated backward from the day of the General Meeting, excluding that day.

4. Eligibility to participate in the General Meeting is determined by share ownership as of the end of the tenth day prior to the day of the General Meeting (record date). Proof shall be provided by a securities account statement in accordance with Section 10a AktG, which must be received by the Company on the third business day prior to the General Meeting at the address specified in the notice concerning the meeting for this purpose, unless a later date is specified in the notice. The details regarding the transmission of the securities account statement will be announced together with the notice concerning the meeting. The notice may provide for the transmission of securities account statements via fax or email (whereby the electronic format may be specified in more detail in the notice).
5. To participate in the General Meeting and to exercise the shareholder rights that may be asserted during the General Meeting, each shareholder may appoint a natural or legal person as a proxy. The power of attorney must be issued in writing, transmitted to the Company, and retained by the Company or recorded in a verifiable manner. The details regarding the granting of these powers of attorney shall be announced together with the notice convening the General Meeting.
6. The General Meeting may be publicly broadcast and recorded in whole or in part via audio and video. The form of the broadcast shall be announced in the invitation to the General Meeting. The Management Board is authorized to adopt procedural rules and to determine the specific details of the broadcast.
7. The Management Board is authorized to provide for shareholders to participate in the General Meeting via electronic communication and to exercise some or all of their rights in this manner. The Management Board's authorization includes offering shareholders one or more of the following forms of participation:
   (a) Participation in a meeting held simultaneously with the General Meeting at another location within the country or abroad, which is convened and conducted in accordance with the regulations governing the General Meeting and is connected to the General Meeting for its entire duration via a real-time two-way audio-visual connection (satellite meeting);
   (b) Participation in the General Meeting for its entire duration from any location via a real-time two-way audio and, if applicable, video connection that enables shareholders to follow the proceedings and, provided the Chairperson grants them the floor, to address the General Meeting themselves (remote participation);
   (c) Casting a vote electronically from any location (remote voting).
8. The language of proceedings at the General Meeting is German.
9. Proposed resolutions or motions must in any case also be submitted to the General Meeting in a German-language version. The German-language version shall always be decisive for assessing the content and validity of a resolution. The same applies to announcements, reports, or other documents

of the Company, insofar as the validity of a resolution depends on their content.

10. The Management Board is authorized, with the approval of the Supervisory Board, in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders’ Meetings (VirtGesG) and the Company’s Articles of Association, to provide individually for each General Meeting of the Company taking place up to March 31, March 2027, that the General Meeting be held as a virtual or hybrid General Meeting. The provisions of paragraphs 10 through 19 of Section 22 of these Articles of Association are therefore limited in time until March 31, 2027.
11. A General Meeting may be held without the physical presence of participants in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders’ Meetings (virtual general meeting). The Management Board shall decide, with the approval of the Supervisory Board, on the form of the meeting, i.e., whether the General Meeting (i) is held with the physical presence of the participants, or (ii) without the physical presence of the participants (virtual general meeting), either as a simple virtual meeting or as a moderated virtual meeting, or (iii) as a general meeting in which individual participants may choose between physical and virtual participation (hybrid general meeting). If the General Meeting is convened by the Supervisory Board, the decision regarding the format of the meeting in the aforementioned meaning is left to the Supervisory Board.
12. To the extent that organizational and technical specifications for a virtual or hybrid General Meeting are not provided for in the provisions of the Federal Act on the Conduct of Virtual Shareholders’ Meetings or in the Articles of Association, they shall be determined by the Management Board or the Supervisory Board as the convening body.
13. Furthermore, the Management Board or the Supervisory Board as the convening body is authorized to make all decisions necessary for the conduct of a virtual General Meeting or a hybrid General Meeting.
14. The notice convening the virtual or hybrid General Meeting, or a corresponding notice made available on the Company’s website registered in the Commercial Register starting 21 days prior to the General Meeting (provided that this is announced in the notice of convening), must specify the organizational and technical requirements for participating in the virtual General Meeting or for virtual participation in the hybrid General Meeting.
15. The conduct of a moderated virtual meeting is permitted in accordance with the Federal Act on the Conduct of Virtual Shareholders’ Meetings and the provisions of the Articles of Association. A virtual General Meeting shall be transmitted to participants visually and audibly in real time; a hybrid General Meeting shall be transmitted visually and audibly in real time to those participants who have opted for virtual participation. A public broadcast of the virtual General Meeting may also be conducted.
16. During a moderated virtual General Meeting, shareholders have the opportunity at any time to request the floor via electronic communication, e.g.,

by email. If a shareholder is granted the floor by the Chairperson, they must be given the opportunity to speak via video communication. The Chairperson decides on the order of speaking and also on the time limit for speeches or for asking questions.

17. In addition, the Company shall provide shareholders with an electronic communication channel, e.g., email, through which they may submit questions and motions for resolutions to the Company from the time of the convening until the third business day, or a later date to be determined, prior to the start of the General Meeting. The questions and motions submitted in this manner shall be read aloud at the General Meeting or brought to the attention of the shareholders by other appropriate means, e.g., on the Company's website.
18. In all votes held during a moderated virtual General Meeting, shareholders may exercise their voting rights via electronic communication and, where applicable, also raise objections in this manner; this applies equally to a (moderated) hybrid General Meeting with respect to those shareholders who have opted for virtual participation. The Company may, subject to technical feasibility, set up and announce a special email address on the day of the General Meeting to which the exercise of voting rights or the objection may be sent to the Company, or offer the use of special voting software or a corresponding function on the Company's website (AGM portal) for the purpose of exercising voting rights or raising objections. The Management Board is authorized to provide that shareholders may cast their votes electronically—for example, via email—up to a time to be determined prior to the General Meeting. The shareholders concerned may revoke their votes until the voting takes place at the virtual or hybrid General Meeting and, if necessary, cast new votes. In all other respects, Section 126 of the Joint Stock Corporation Act applies mutatis mutandis.
19. In the event of a virtual or hybrid General Meeting, the Company shall, at its own expense, provide the shareholders with two suitable special proxies independent of the Company, who may be authorized by the shareholders to submit motions, cast votes, and, if necessary, raise objections at the virtual or hybrid General Meeting.

§23

<u>Voting Rights</u>

Voting rights are exercised on a per-share basis. Each share entitles the holder to one vote.

§24

Chair

1. The General Meeting is chaired by the Chairperson of the Supervisory Board; if he/she is unable to attend, by his/her deputy. If neither of them is present or willing to chair the meeting, the notary public called in to certify the proceedings shall chair the meeting until a chairperson is elected.
2. The Chairperson of the General Meeting presides over the proceedings, determines the order in which the items on the agenda are addressed, and establishes the method of voting, in particular the form of exercising voting rights and the procedure for casting votes. He or she is authorized to impose reasonable time limits on shareholders' right to ask questions and speak.
3. Members of the Management Board and the Supervisory Board may participate in the General Meeting via a two-way audio-visual connection.

§25

Majority Requirements

1. Unless the law or these Articles of Association expressly require a different majority, the General Meeting shall resolve matters by a simple majority of the votes cast and, in cases where a capital majority is required, by a simple majority of the share capital represented at the time of the resolution.
2. If an absolute majority is not achieved in the first round of voting, a runoff election shall take place between the two candidates who received the most votes. In the event of a tie, the chairperson of the meeting shall cast the deciding vote.

§26

Powers of the General Meeting

1. The General Meeting shall resolve on matters expressly specified by law or in these Articles of Association.
2. The General Meeting may only decide on matters of management if the Management Board or, in the case of a transaction subject to its approval pursuant to Section 95 para. 5 of the Austrian Joint Stock Corporation Act as amended, the Supervisory Board so requests.
3. The following matters relating to the past financial year, in particular, shall be submitted to the General Meeting for resolution annually within the first eight months of the following financial year:
   a) Appropriation of retained earnings
   b) Discharge of the members of the Management Board and the Supervisory Board
   c) In the cases provided for by law, the adoption of the annual financial statements
4. The General Meeting shall elect the auditor and the group auditor for the current financial year.

VI.

Annual Financial Statements and Distribution of Profits

§27

Financial Year

The financial year commences on April 1 and ends on March 31 of the following year.

§28

Annual Financial Statements

1. Within the first five months of the financial year, the Management Board shall prepare the annual financial statements for the preceding financial year, supplemented by the notes, as well as a management report, a corporate governance report, and, if the legal requirements are met, consolidated financial statements and a consolidated management report; after audit by the auditor, these documents shall be submitted to the Supervisory Board together with the proposal for the distribution of profits.
2. The Supervisory Board shall review the annual financial statements, including the notes, the proposal for the distribution of profits, the management report, and the corporate governance report, as well as the consolidated financial statements and the consolidated management report, if applicable; it shall inform the Management Board of its decision within two months of submission and report on its review to the General Meeting. If the Supervisory Board approves the annual financial statements, they shall be adopted in accordance with Section 96(4) of the Austrian Joint Stock Corporation Act as amended from time to time, and a report thereon shall be presented to the General Meeting.

§29

Distribution of Profits

1. The General Meeting may exclude all or part of the net income from distribution, or allocate all or part of the profit to the formation of reserves, or carry it forward to new accounts. The Management Board shall make any amendments to the annual financial statements that become necessary as a result.
2. The shareholders' shares of profit shall be distributed in proportion to the contributions made to the share capital per share; contributions made during the financial year shall be taken into account in proportion to the time that has elapsed since their payment. Upon the issuance of new shares, a different profit distribution may be determined.
3. Unless the General Meeting resolves otherwise, dividends shall become due for payment twenty-one days after the conclusion of the General Meeting.

4. Any dividends not claimed by shareholders within three years of becoming due shall lapse in favor of the Company’s unrestricted reserve.