

Statute

Society 6.0 – Bewegung für Menschen und Umwelt eG

for a

Registered Cooperative eG

Translation for “Bewegung für Menschen und Umwelt” is “Movement for People and the Environment”

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I. COMPANY, REGISTERED OFFICE, PURPOSE AND OBJECT OF THE ENTERPRISE

§ 1 Company and registered office

- (1) The company of the Cooperative is: Society6.0 – Bewegung für Menschen und Umwelt eG.
- (2) The registered office of the Cooperative is Würzburg.

§ 2 Purpose and subject matter

- (1) The purpose of the Cooperative is to promote the social and cultural interests of the members and to promote the sustainable commitment of the members through joint business operations, including, but not limited to, education and qualification for a technological world of work, combined with environmentally conscious and social action.
- (2) The object of the Cooperative shall be:
 - Operation of educational institutions.
 - Organisation, implementation, and promotion of further education and training measures, in particular through Community exchanges.
 - Networking of members.
 - Organizing and promoting events.
 - Supporting members in dealing with technologies and their global impact on the environment and society.
 - Development or further development of ideas for the sustainable use of resources and support of the members in the implementation, e.g., in a "think tank"
 - Development of knowledge databases.
 - Development of an e-commerce platform for the distribution of sustainable products or services and organization of trade fairs around the topic of sustainability.
 - Support of members through social media activities for the national and international dissemination of Cooperative activities.
 - Imparting and promoting craft knowledge and skills in "vitreous manufactories", e.g., in the field of watchmaking and 3D printing.
- (3) The Cooperative shall be entitled to set up and acquire other undertakings and to participate in other undertakings. It is also entitled to establish branches.
- (4) The extension of business operations to non-members is permitted.

II. MEMBERSHIP

§ 3 Becoming a member

- (1) Membership may be acquired by:
 - a) Natural persons,
 - b) Partnerships,
 - c) Legal persons under private or public law.
- (2) Membership shall be acquired by:
 - a) an unconditional declaration of accession to be signed by the acceding party, and
 - b) approval by the Board of Directors.
- (3) The member must be entered immediately in the list of members (§ 16 para. 2 letter h) and notified thereof immediately.

§ 4 Ending of membership

Membership ends by

- (1) Termination (§ 5 paragraph 1),

- (2) Transfer of business credit (§ 6 para. 1),
- (3) Death of a member (§ 7),
- (4) Insolvency of a member (§ 7a),
- (5) Dissolution of a legal person or a partnership (§ 8),
- (6) Exclusion (§ 9).

§ 5 Termination

- (1) Each member may terminate its membership in writing with a notice period of 3 months at the end of a financial year.
- (2) Insofar as a member with several shares is involved, without being obliged to do so by the articles of association or an agreement with the Cooperative, it may terminate in writing one or more shares of his additional shareholding at the end of a financial year, subject to a period of 3 months.

§ 6 Transfer of business assets

- (1) A member may at any time, including in the course of the financial year, transfer his business assets to another by written contract and thereby leave the Cooperative without dispute, provided that the acquirer is or becomes a member in its place. If the acquirer is already a member, the transfer of the commercial assets shall be permitted only if his previous business assets, after attribution of the transferor's assets, do not exceed the total amount of the shares in which the acquirer has a stake or participates.
- (2) A member may transfer part of its business assets without leaving the Cooperative, thereby reducing the number of its shares. Paragraph 1 applies accordingly.
- (3) The transfer of the business credit requires the approval of the Management Board, subject to the provisions of § 76 para. 2 GenG.

§ 7 Death of a member

Upon death, a member resigns. Its membership passes with all rights and obligations to the heir. It ends at the end of the financial year in which the succession occurred.

§ 7a Insolvent of a member

If insolvency proceedings are opened over the assets of a member or the opening of insolvency proceedings is rejected due to lack of assets, membership shall end at the end of the financial year in which insolvency proceedings were opened or the opening was rejected for lack of assets.

§ 8 Dissolution of a legal person or partnership

If a legal person or a partnership is dissolved or expires, membership shall end at the end of the financial year in which the dissolution or expiry took effect. In the case of full-time succession, membership is continued until the end of the financial year by the successor in the general right.

§ 9 Exclusion

- (1) A member may be expelled from the Cooperative at the end of the financial year if:
 - a) despite a written request under threat of exclusion, it does not comply with the statutory or other obligations existing towards the Cooperative;
 - b) it submits inaccurate annual accounts or balance sheets or otherwise submits incorrect or incomplete statements of its legal and/or economic circumstances;
 - c) it has damaged or damaged it by not fulfilling its obligations to the Cooperative;
 - d) it has become insolvent or over-indebted or if insolvency proceedings have been opened over its assets;
 - e) if its permanent whereabouts are unknown;
 - f) the conditions for admission to the Cooperative were not or are no longer met;

- (g) its conduct cannot be reconciled with the interests of the Cooperative.
- (2) The board is responsible for the exclusion of a member. However, members of the Management Board or the Supervisory Board can only be excluded by resolution of the Annual General Meeting.
 - (3) Before taking a decision, the party to be excluded shall be given the opportunity to comment on the intended exclusion. In this context, it must be informed of the essential facts on which the exclusion is to be based, as well as the reason for exclusion in accordance with the statutes.
 - (4) The decision excluding the member shall state the facts on which the exclusion is based and the reason for exclusion in accordance with the statutes.
 - (5) The decision must be communicated to the excluded by the board immediately by registered letter. From the dispatch of the letter, the member can no longer participate in the general meeting, nor use the facilities of the Cooperative, as well as be a member of the board or Supervisory Board.
 - (6) Unless the General Meeting has decided to exclude the agreement, the excluded party may lodge a complaint with the Supervisory Board within one month of the dispatch of the letter. The Supervisory Board's appeal decision is final within the Cooperative. If the excluded party does not lodge a complaint in due time, the ordinary legal process is excluded.

§ 10 Dispute

- (1) The dispute between the outgoing member and the Cooperative shall be determined on the basis of the annual accounts adopted; Loss carryforwards are to be taken into account according to the ratio of the shares. In the case of the transfer of the business credit (§ 6), a dispute does not take place.
- (2) The retired member must be paid the dispute credit within six months after the withdrawal. The Cooperative is entitled to offset the claims due against the dispute balance in the dispute against the disputed member. The member is not entitled to the reserves and other assets of the Cooperative.
- (3) The Cooperative is liable for the dispute credit of the member as a pledge for any failure, in particular in the insolvency proceedings of the member.
- (4) Paragraphs 1 to 3 shall apply accordingly to the dispute after termination of individual shares.

§ 11 Rights of members

Every member has the right to:

- a) make use of the services of the Cooperative and to participate in the design of the Cooperative;
- b) participate in the general meeting, in its deliberations, votes and elections and to demand information there about matters of the Cooperative, insofar as § 34 does not conflict;
- c) pursuant to § 28 paragraph 4, to submit motions for the agenda of the General Assembly;
- d) pursuant to § 28 paragraph 2, to submit applications for the convening of an extraordinary general meeting;
- e) participate in the distributions resolved in accordance with the articles of association;
- f) demand a copy of the annual financial statements, the management report, insofar as this is required by law, and the report of the Supervisory Board at its own expense in good time before the adoption of the annual financial statements by the Annual General Meeting;
- g) see the minutes of the General Assembly;
- h) view the list of members;
- i) view the summary result of the audit report.

§ 12 Obligations of members

Each member has a duty to safeguard the interests of the Cooperative. The member has in particular:

- a) comply with the provisions of the Cooperatives Act, the articles of association and the resolutions of the General Assembly;
- b) to make the payments on the share or on other shares in accordance with § 37;
- c) notify the Cooperative without delay of any change in its address, change in legal form and in the ownership and shareholding relationships. The same applies to changes in the power of

- representation or membership, as far as persons in their capacity as a member of the Cooperative are concerned;
- d) to pay an entrance fee to be allocated to the capital reserve (§ 39 a), provided that this was determined at a general meeting;
 - e) annual membership fees in accordance with the following provisions. The membership fee is collected once a year for the current financial year on 31.12. of the previous year and is to be paid within fourteen (14) days after the contribution has been collected. In the first year of membership, the membership fee is to be paid as an entrance fee with admission to the Cooperative. The amount of the annual membership fee is decided by the Management Board with the approval of the Supervisory Board. It must be in proportion to the Cooperative's support;
 - f) other ongoing contributions decided by the Management Board with the approval of the Supervisory Board for services which the Cooperative provides or makes available to the members for
 - free or reduced participation in seminars,
 - free or reduced-price participation in further education events as well as participation in training courses of Society6.0 offers,
 - free access to the download portals of the knowledge database or Cooperative publications,
 - a use of the Society6.0 website for the publication of reports, essays, etc. on the addressed topics, and
 - a use of the Society6.0 IT infrastructure for enjoyed meetings and exchange with each other or with non-members, such as e.B use of video meeting portals.
- to pay.

II. INSTITUTIONS OF THE COMMUNITY

§ 13 Organs of the Cooperative

The organs of the Cooperative are:

- A. The Board of Directors
- B. The Supervisory Board
- C. The General Assembly

A. The Board of Directors

§ 14 Management of the Cooperative

- (1) The board of directors manages the Cooperative on its own responsibility.
- (2) The board of directors conducts the business of the Cooperative in accordance with the provisions of the laws, in particular the Cooperatives Act, the articles of association and the rules of procedure for the board.
- (3) The board represents the Cooperative in and out of court in accordance with § 15.

§ 15 Representation

- (1) The cooperative is represented by two board members or by a board member in association with an authorized signatory. The Supervisory Board may exempt individual or all members of the Board of Management from the prohibition of multiple representation under § 181 Alternative 2 BGB (German Civil Code), i.e. grant them the authority to act simultaneously as representatives of third parties in all legal acts that the cooperative performs with or vis-à-vis third parties.
- (2) The granting of power of attorney, power of attorney and other powers of attorney for legal representation is permissible. Further details are laid down in the rules of procedure for the Executive Board.

§ 16 Tasks and duties of the Executive Board

- (1) The members of the Management Board shall apply the diligence of an ordinary and conscientious manager of a Cooperative in their management. Confidential information and secrets, namely company or trade secrets, which have become known to them through their work on the Management Board, must be kept secret.
- (2) The Board of Directors shall in particular:
 - a) conduct the Cooperative's business properly in accordance with its objectives and taking into account its structure and the possibilities available in its business area;
 - b) plan and carry out the personnel, material and organisational measures necessary for the proper operation of business in good time;
 - c) ensure that services are properly provided and that members are properly cared for;
 - d) draw up rules of procedure in agreement with the Supervisory Board, which are to be adopted unanimously by the Management Board and signed by all members of the Management Board;
 - e) ensure proper accounting and appropriate accounting;
 - f) carry out regular inventories, draw up an inventory at the end of the financial year and submit it immediately to the Supervisory Board;
 - g) at the latest within five months of the end of the financial year, to prepare the annual financial statements and the management report, insofar as this is required by law, to the Supervisory Board without delay and then with its comments to the Annual General Meeting on the adoption of the annual financial statements;
 - h) decide on the admission of the acquisition of membership and on the participation with further shares, as well as to keep the list of members in accordance with the Cooperative Act, as well as to take care of the registrations and advertisements incumbent upon it under the Cooperative Act;
 - i) notify the statutory examination association of convocation, date, agenda and motions for the General Assembly in good time;
 - j) remedy deficiencies identified in the audit report and to report thereabouts to the statutory audit association;
 - k) notify the statutory examination association of intended amendments to the articles of association in good time;
 - l) at the latest within five months of the end of the financial year, to the extent that this is required by law, the annual financial statements and management report and immediately submit them to the Supervisory Board and with its report to the Annual General Meeting for approval.

§ 17 Reporting to the Supervisory Board

- (1) The Management Board must inform the Supervisory Board at least quarterly, on request or on important occasions, immediately about the business development of the Cooperative, compliance with the Cooperative principles and corporate planning, in particular about the investment and credit requirements.
- (2) The Management Board shall report to the Supervisory Board at least quarterly, on request also at shorter intervals, including:
 - a) on the business development of the Cooperative in the past period on the basis of interim financial statements,
 - b) on the total liabilities of the Cooperative, including the exchange obligations and the guarantee obligation,
 - c) on the loans granted by the Cooperative.

§ 18 Composition and employment relationship

- (1) The Executive Board shall consist of at least two members.
- (2) The members of the Management Board are appointed by the Supervisory Board and dismissed. The Supervisory Board is responsible for the conclusion, amendment, and termination of service contracts with members of the Management Board. The statements of the Supervisory Board are made by its Chairperson, in the event of his being prevented from attending by his deputy. The termination of employment shall result in the termination of the position of the organ at the time of departure.

- (3) The Chairperson of the Management Board and its deputy are elected by the Supervisory Board.
- (4) Members of the Executive Board shall leave the Executive Board when they have reached the age of 70. The date of departure shall be deemed to be the end of the next annual general meeting.
- (5) The appointment of the members of the Management Board is limited to three years. Re-ordering is permitted.
- (6) The members of the Executive Board may resign before the end of their term of office only after notice in good time and not at the wrong time, so that a representative can be appointed; unless there is an important reason for the resignation.

§ 19 Formation of wills

- (1) The Executive Board has a quorum if more than half of its members participate. It shall take its decisions by a majority of the votes cast. In the event of a tie, an application shall be deemed to have been rejected.
- (2) A resolution is permissible without convening a meeting by means of a written vote or by other means of distance communication if no member of the Executive Board objects to this procedure.
- (3) Decisions which go beyond the regular operation of business shall be recorded for evidentiary purposes. The minutes shall be numbered consecutively and signed by the members of the Executive Board involved in the resolution.
- (4) Where matters relating to the Cooperative affect the interests of a member of the Management Board, his spouse or partner, his parents, children and siblings or a person represented by him by law or power of attorney, the member of the board concerned may not take part in the consultation and vote. However, the board member must be heard before the decision is taken.

§ 20 Participation to meetings of the Supervisory Board

The members of the Management Board are entitled to attend the meetings of the Supervisory Board. By resolution of the Supervisory Board, participation can be excluded. At the meetings of the Supervisory Board, the Management Board must provide the necessary information on business matters. In the resolution of the Supervisory Board, the members of the Management Board have no voting rights.

§ 21 Granting of loans and special benefits to board members

The granting of loans or other economic benefits to members of the Management Board, their spouses and life partners, minor children and to third parties acting on behalf of one of these persons requires the resolution of the Management Board and the prior express consent of the Supervisory Board.

B. The Supervisory Board

§ 22 Tasks and duties of the Supervisory Board

- (1) The Supervisory Board shall supervise the Management Board in its management. For this purpose, it may at any time demand reporting from the Board of Directors on all matters of the Cooperative and, for itself or through individual members to be determined by it, view and check the books and writings of the Cooperative as well as the cash balance and the holdings of securities and goods. An individual member of the Supervisory Board may also request information, but only to the Supervisory Board.
- (2) The Supervisory Board must examine the annual financial statements, the management report, insofar as this is required by law, and the proposal of the Management Board for the appropriation of a net profit for the year or for the coverage of an annual deficit. It shall give its opinion and report to the General Meeting before the annual accounts are adopted. Each member of the Supervisory Board must take note of the content of the audit report.
- (3) The Supervisory Board must participate in the discussion of the expected result of the statutory audit (final discussion) and declare its opinion on the result of this audit at the next General Meeting.

- (4) Details of the fulfilment of the duties incumbent upon the Supervisory Board shall be laid down in the rules of procedure to be drawn up by the Supervisory Board after consulting the Management Board. A copy of the Rules of Procedure must be handed over to each member of the Supervisory Board against receipt.
- (5) In order to fulfil its statutory and statutory duties, the Supervisory Board may form committees from its midst and make use of the help of experts, in particular the competent audit association, at the expense of the Cooperative. Details of the composition and powers of the committees remain reserved for the provisions in the Rules of Procedure pursuant to § 22 paragraph 3.
- (6) The members of the Supervisory Board must exercise the diligence of an ordinary and conscientious member of the Supervisory Board of a Cooperative in their activities. They must remain silent about all confidential information and secrets of the Cooperative as well as the members and customers who have become known to them through their activities on the Supervisory Board.
- (7) The members of the Supervisory Board may not receive any remuneration (e.B. royalties) calculated in accordance with the financial result. Expenses can be replaced. A lump sum reimbursement of these expenses is decided by the Management Board and Supervisory Board in accordance with § 23 para. 2(k)). Any remuneration in addition must be passed on by the General Assembly.
- (8) The Supervisory Board represents the Cooperative in and out of court vis-à-vis the members of the Management Board who are in office and who have resigned.
- (9) The resolutions of the Supervisory Board are carried out by the Chairperson of the Supervisory Board, and in the event of its being prevented from attending, its deputy.

§ 23 Common meetings of the Management Board and Supervisory Board, matters requiring approval

- (1) The Management Board and Supervisory Board decide on the principles of business policy after joint consultation and by separate vote.
- (2) The following matters require the approval of the Supervisory Board:
 - a) the principles of business policy,
 - b) the commencement, transfer, or abandonment of a business unit, unless the General Meeting is responsible pursuant to § 30 letter m),
 - c) the acquisition, encumbrance and sale of built-up and undeveloped land as well as property under the Residential Property Act, the construction of buildings, the acquisition and abandonment of participations as well as the acquisition and abandonment of membership in Cooperatives – including partial termination. Excluded is the acquisition of land to save own claims,
 - d) the making of relevant declarations of particular importance, in particular those contracts which create recurring obligations to a considerable extent for the Cooperative, as well as the acquisition and sale of movable property with a value of more than EUR 25,000.00
 - e) accession to and withdrawal from associations and other associations,
 - f) the determination of the date and place of the General Assembly, the conduct of the General Assembly without the physical presence of the members (§ 36a para. 1), the possibility of participation of the members in the General Assembly by means of electronic communication (§ 36a para. 5), the possibility of participation in the resolution of a General Assembly conducted only as a presence meeting (§ 36b) and the image and sound transmission of the General Assembly (§ 36c),
 - g) the use of reserves in accordance with §§ 39 and 39a,
 - h) the establishment and closure of branches and warehouses,
 - i) the granting of power of attorney,
 - j) the determination of flat-rate reimbursements of expenses to members of the Supervisory Board in accordance with § 22 para. 7,
 - k) the appointment of the managing director, insofar as he is not a member of the board,
 - l) the determination of contributions pursuant to § 12 (e) and (f).
- (3) Joint meetings are convened by the Chairperson of the Supervisory Board, in case of prevention by its deputy. For the convocation § 25 abs. 5 applies accordingly.
- (4) The joint meetings shall be chaired by the Chairperson of the Supervisory Board or its deputy, unless otherwise decided.

- (5) The Management Board and Supervisory Board have a quorum if more than half of the members of the Management Board and more than half of the members of the Supervisory Board, including the chairperson or its deputy, are present.
- (6) An application is rejected if it does not find a majority in both the Management Board and the Supervisory Board.
- (7) Decisions should be recorded in a common protocol for evidentiary purposes; the result of the split vote must be noted; in addition, § 19 paragraph 3 and § 25 paragraph 6 apply accordingly.

§ 24 Composition and election

- (1) The Supervisory Board consists of at least three, maximum 5 members, who are elected by the General Meeting; in this context, it also determines the specific number of Supervisory Board members. Only active members or persons authorised to represent member companies are to be elected to the Supervisory Board. The members of the Supervisory Board may not at the same time be members of the Management Board, permanent deputies of the Members of the Management Board, authorized signatory or authorized to operate the entire business of the Cooperative.

When electing the members of the Supervisory Board, every person entitled to vote must have the opportunity to vote on each individual candidate. For the election of Supervisory Board members, § 33 also applies.

- (2) The Office shall begin at the end of the General Meeting which held the election and shall end at the end of the General Meeting to be held for the third financial year following the election. This takes into account the financial year in which the Supervisory Board member is elected. The Annual General Meeting may determine a shorter term of office for all or individual Supervisory Board members. Re-election is admissible.
- (3) The Office shall cease immediately if it is based on the fact that the member of the Supervisory Board is a member of a registered Cooperative and that membership has ceased. The same shall apply to persons authorized to represent other legal persons or partnerships when their power of representation expires. If there is a dispute about the effectiveness of the termination of membership or power of representation, the written declaration of the Cooperative or the other legal person or partnership decides that the membership or power of representation has ended.
- (4) If members resign during their term of office, the Supervisory Board shall consist only of the remaining members until the next Annual General Meeting, in which the by-elections are held. An earlier by-election by an extraordinary General Meeting is only necessary if the number of Supervisory Board members falls below the statutory minimum number of three. By-elections shall be made for the remainder of the term of office of the outgoing member.
- (5) Members of the Supervisory Board shall resign from the Supervisory Board if they have reached the age of 70. The date of departure shall be deemed to be the end of the next annual general meeting.
- (6) Members who have resigned from the Management Board can only be elected to the Supervisory Board once they have been discharged for their entire activities on the Management Board.

§ 25 Constitution, resolution

- (1) Following each election, the Supervisory Board shall elect a chairperson and a deputy, as well as a secretary, from among its members. The Supervisory Board is authorized to decide on the distribution of office at any time.
- (2) The meetings of the Supervisory Board are convened by its Chairperson, in case of prevention by its deputy. As long as a chairperson and a deputy are not elected or prevented from attending, the Supervisory Board meetings are convened by the oldest Supervisory Board member in years of life.
- (3) The Supervisory Board has a quorum if more than half of its members participate. It shall take its decisions by a majority of the valid votes cast. Abstentions and invalid votes shall not be taken into account. In the event of a tie, an application shall be deemed to have been rejected; in elections, in the event of a tie, the lot decides; § 33 applies accordingly.

- (4) A resolution is also permissible without convening a meeting by means of a written vote or by other means of distance communication if the Chairperson of the Supervisory Board or its deputy initiates such a resolution and no member of the Supervisory Board objects to this procedure.
- (5) The meetings of the Supervisory Board should take place at least quarterly. In addition, the Chairperson must convene a meeting by means of notification of the agenda as often as this appears necessary in the interest of the Cooperative or if the Management Board or half of the Supervisory Board members so request in writing, stating the purpose and the reasons. If this request is not complied with, the applicants may convene the Supervisory Board themselves, provided that the facts are notified.
- (6) Decisions shall be recorded for evidentiary purposes. The logs shall be numbered consecutively. They must be signed by at least two participants in the meeting and kept with the other documents at the Cooperative.
- (7) Where the Cooperative is advised on business matters which affect the interests of a member of the Supervisory Board, its spouse or its partner, its parents, children and siblings or a person represented by it by law or power of attorney, the member of the Supervisory Board concerned may not participate in the deliberation and vote. However, the member of the Supervisory Board must be heard before the resolution is passed.

C. The General Assembly

§ 26 Experience of member rights

- (1) The members exercise their rights in the affairs of the Cooperative in the general meeting. They should exercise their rights personally.
- (2) Each member shall have one vote.
- (3) Incapacitated, limited legal persons and partnerships exercise their voting rights by the legal representative or members authorized to represent them.
- (4) Members, their legal representatives or shareholders authorized to represent them, may be represented by authorized representatives (§ 43 para. 5 Cooperatives Act). Several heirs of a deceased member (§ 7) can only exercise the right to vote through a joint representative. An authorized representative may not represent more than two members. Authorized representatives can only be members of the Cooperative, spouses or life partners, parents, children or siblings of a member or must be in a corporate or employment relationship with the power of attorney. Persons to whom the notification of exclusion has been sent (§ 9 para. 5), as well as persons who offer themselves for the exercise of voting rights in a business-like manner, cannot be authorized.
- (5) Persons entitled to vote, legal or authorized representatives or authorized representatives must prove their power of representation in writing at the request of the chairperson of the meeting. The provision in § 36a paragraph 4 remains unaffected.
- (6) No one may exercise the right to vote on its own or on the part of another if a decision is taken as to whether it or the member represented should be relieved or exempted from liability, or whether the Cooperative should assert a claim against him or the member represented. However, it must be heard before the decision is taken.

§ 27 Deadline and venue

- (1) The annual General Meeting shall take place within the first six months following the end of the financial year.
- (2) Extraordinary General Meetings may be convened as appropriate.
- (3) The General Meeting generally takes place at the registered office of the Cooperative, unless the Management Board and Supervisory Board determine another meeting venue or its exclusively written and/or electronic implementation. Members of the Supervisory Board may participate in the Annual General Meeting by means of video and sound transmission. The General Assembly can be

transmitted in picture and sound. Decisions of the members may also be taken in writing or in electronic form.

§ 28 Vocation and agenda

- (1) The General Meeting is convened by the Supervisory Board, represented by its Chairperson. The rights of the Executive Board pursuant to § 44 abs. 1 GenG remain unaffected.
- (2) The members of the Cooperative may request in text form, stating the purpose and the reasons, the convening of a general meeting. This requires at least the tenth part of the members.
- (3) The General Assembly shall be convened by direct notification of all members in text form or by publication in the paper edition of the Main-Post, subject to a period of at least two weeks, which must be between the date of receipt or publication of the convocation and the date of the General Assembly. At the time of the convocation, the agenda must be made known. §§ 36a to 36c remain unaffected.
- (4) The agenda shall be set by the person convening the General Assembly. Members of the Cooperative may request in text form, stating the purpose and the reasons, that items be announced for resolution at the General Assembly. This requires at least the tenth part of the members.
- (5) Decisions may not be taken on matters the hearing of which has not been announced in time for at least one week between receipt of the announcement and the date of the General Assembly. This does not apply if all members have appeared, or if they are resolutions on the management of the General Assembly or motions for the convening of an extraordinary General Meeting.
- (6) Applications and negotiations without a decision are not subject to notification.
- (7) In the cases referred to in paragraphs 3 and 5, notifications shall be deemed to have been received if they have been sent two working days before the beginning of the period.

§ 29 Assembly leadership

The General Meeting is chaired by the Chairperson of the Supervisory Board or its deputy (Chairperson of the Meeting). If the General Meeting has been convened by the Executive Board, a member of the Executive Board shall chair it. By resolution of the General Assembly, the chairpersonship may be transferred to another member of the Cooperative or a representative of the statutory examination association. The head of the assembly appoints a secretary and the required tellers.

§ 3 Subject matter of resolution

The resolution of the General Assembly shall be subject, in addition to the other matters referred to in these Statutes, in particular:

- a) amendment of the statutes,
- b) the scope of the notification of the audit report of the examination association,
- c) adoption of the annual accounts, appropriation of net profit for the year or cover of net loss for the year,
- d) discharge of the Management Board and the Supervisory Board,
- e) election of the members of the Supervisory Board and the Executive Board, insofar as they are not to be elected by the Supervisory Board, as well as determination of remuneration to the Supervisory Board within the meaning of § 22 para. 7,
- f) revocation of the appointment of members of the Supervisory Board,
- g) exclusion of Supervisory Board members from the Cooperative,
- h) not applicable
- i) election of an authorized representative to conduct proceedings against Supervisory Board members because of their position as a member of the Supervisory Board,
- j) determination of the restrictions on the granting of credit pursuant to § 49 GenG:
 - by the Board of Directors alone,
 - by the Management Board with the approval of the Supervisory Board,
- k) withdrawal from Cooperative associations, headquarters, and associations,

- l) merger, division and change of form of the Cooperative in accordance with the provisions of the Conversion Act,
- m) the taking up, transfer or abandonment of an essential business area,
- n) dissolution of the Cooperative,
- o) continuation of the Cooperative after a decision to dissolve,
- p) determination of an entrance fee,
- q) Introduction of the assembly of representatives and approval of the electoral regulations.

§ 31 Majority requirements

- (1) The resolutions of the General Assembly shall require a simple majority of the validly cast votes, unless the law or these statutes require a larger majority.
- (2) A majority of three quarters of the valid votes cast shall be required in particular in the following cases:
 - a) amendment of the statutes,
 - b) commencement, transfer, or abandonment of an essential business area,
 - c) revocation of the appointment of members of the Supervisory Board,
 - d) exclusion of members of the Management Board or Supervisory Board from the Cooperative,
 - e) withdrawal from Cooperative associations, headquarters and associations,
 - f) merger, division and change of form of the Cooperative in accordance with the provisions of the Conversion Act,
 - g) dissolution of the Cooperative,
 - h) continuation of the Cooperative after a resolution.
- (3) Before the resolution on the merger, division, change of form according to the provisions of the Conversion Act, the dissolution and continuation of the dissolved Cooperative, the examination association is to be heard. An expert opinion of the examination association must be requested by the board in good time and read out at the general meeting.
- (4) A majority of nine tenths of the valid votes cast shall be required for an amendment to the statutes introducing or extending an obligation on members to use the facilities or other services of the Cooperative or to provide goods or services.

§ 32 Relief

- (1) No one may exercise the right to vote on its own or on the part of another if a decision is taken as to whether it or the member represented should be relieved.
- (2) The discharge of the Management Board and the Supervisory Board must be voted on separately at the Annual General Meeting; neither the members of the Management Board nor the Supervisory Board have the right to vote.

§ 33 Voting and elections

- (1) Voting and elections are usually conducted openly. They must be secret if the Management Board, the Supervisory Board or at least the fourth part of the votes validly cast in the resolution on this request.
- (2) When determining the ratio of votes, only the validly cast votes for and against shall be counted; Abstentions and invalid votes shall not be taken into account. In the event of a tie, an application shall be deemed to have been rejected; in the case of elections, the lot decides in these cases. For each candidate to be elected, only one vote can be cast.
- (3) Where an election is conducted by secret ballot, each person entitled to vote shall have as many votes as mandates are to be allocated. The person entitled to vote indicates on the ballot paper the proposed candidates to whom he intends to vote. Elected are the candidates who receive the most votes.
- (4) Where an election is conducted openly, a special ballot shall be required for each mandate to be awarded. The person who has received more than half of the valid votes cast is elected. If no

candidate receives the required majority in the first round, a run-off shall be held between the two candidates who received the most votes. In this case, the candidate who receives the most votes is elected. If no more candidates are proposed than mandates are to be filled, a joint vote (en bloc) may be held, unless this is contradicted.

- (5) The elected person must declare to the Cooperative at the latest after the election whether he accepts the election.

§ 34 Right to information

- (1) Each member shall, on request, be provided with information on matters relating to the Cooperative at the general meeting, insofar as this is necessary for the proper assessment of the subject matter of the agenda. The information is provided by the Management Board or the Supervisory Board.
- (2) Such information may be refused in so far as:
- a) the provision of the information after reasonable commercial assessment is suitable to cause the Cooperative a not inconsiderable disadvantage;
 - b) the question relates to the purchasing conditions of the Cooperative and its calculation bases;
 - c) concerns the question of tax valuations or the amount of individual taxes;
 - d) the provision of the information would be punishable or a statutory, statutory or contractual duty of confidentiality would be violated;
 - e) the request for information concerns the personal or business circumstances of a third party;
 - f) these are contractual agreements with board members or employees of the Cooperative.

§ 35 Assembly transcript

- (1) The decisions of the General Assembly shall be duly recorded for evidentiary purposes. The logs shall be numbered consecutively. The logging is not a prerequisite for the legal validity of the decisions.
- (2) The minutes shall be recorded no later than two weeks after the closure of the General Assembly. The place and day or period of the meeting, the name of the chairperson of the meeting as well as the type and result of the votes and the determination of the meeting leader on the resolution should be indicated. The minutes must be signed by the chairperson of the meeting, the secretary and at least one board member present. The minutes shall be accompanied by the supporting documents relating to the convocation as annexes.
- (3) In the cases referred to in § 47(3) GenG, the minutes must also be accompanied by a list of the members who have appeared or been represented and the representatives of members. For each member who has appeared or been represented, the number of votes shall be noted.
- (4) The minutes shall be kept together with the annexes there to which the said goods may be kept. Inspection shall be permitted to any member of the Cooperative.
- (5) In addition, in the case of §§ 36a, 36b of the statutes, a list of the members participating in the resolution must be attached to the minutes and the manner in which the vote is cast must be noted.

§ 36 Right of participation of associations

Representatives of the Examination Association can participate in any General Assembly in an advisory capacity.

§ 36a Written or electronic conduct of the General Assembly (virtual General Assembly), electronic participation in a face-to-face meeting

- (1) The General Assembly may also be held without the physical presence of the members (virtual General Assembly). In this case, the members, together with the convocation, shall be provided with all the information necessary for unrestricted participation in the General Assembly. This includes, in particular, information about any access data and, in addition, in which way the voting rights to speak, request, information and voting can be exercised and how and until when the written or electronic voting has to take place.

- (2) Participation in the virtual General Assembly may take place in such a way that the technical design enables a two-way communication of the members with the organs and among themselves in the General Assembly.
- (3) Participation in the virtual General Assembly may also take place in such a way as to enable the two-way communication of the members with the organs and among themselves in a discussion phase upstream of the voting process. In this case, the period between the beginning of the discussion phase and the conclusion of the voting phase constitutes the General Assembly. If a deadline is to be calculated, in this case the beginning of the discussion phase is to be taken into account in this case with regard to the day of the General Assembly and the end of the voting phase with regard to the conclusion of the General Assembly.
- (4) The exercise of voting powers (§ 26 para. 4) in a virtual General Assembly is permissible if the power of attorney is proven to the Executive Board in writing at least one week before the day of the General Assembly.
- (5) The members may also participate in the General Meeting without being present in a face-to-face meeting and exercise their rights by means of electronic communication (electronic participation in a face-to-face meeting), if the Management Board determines this with the agreement of the Supervisory Board. For the rest, the preceding paragraphs shall apply.

§ 36b Written or electronic participation in the resolution of a General Meeting held only as a face-to-face meeting

- (1) If it has been permitted to participate in the resolution of a General Meeting held only as a face-to-face meeting in writing or by electronic communication, it shall be communicated together with the convocation how and by when the written or electronic vote is to be taken.
- (2) § 36a paragraph 4 shall apply accordingly.

§ 36c Transmission of the General Assembly in picture and sound

The transmission of the General Assembly in picture and sound is permissible. The decision on whether and in what way the Annual General Meeting will be transmitted in picture and sound is the responsibility of the Management Board with the approval of the Supervisory Board. The manner of transmission is to be made known with the convocation.

III. EQUITY CAPITAL

§ 37 Business share and business balance

- (1) The share amounts to EUR 250.00.
- (2) Shares are issued to members.
- (3) The share must be paid in full immediately.
- (4) A member may participate with further shares with the consent of the Management Board. A member may participate with a maximum of twenty (20) shares in total. The participation of a member with a further share may not be permitted until all previous shares have been paid in full.
- (5) The business credit may not be paid out by the Cooperative, set off or used as security in the business operation of the Cooperative as long as the member has not left. A deposit owed may not be waived; the member cannot set off against these.
- (6) The assignment or pledge of the business credit to third parties is inadmissible and ineffective vis-à-vis the Cooperative. A set-off of the business balance by the member against his liabilities to the Cooperative is not permitted. For the dispute credit § 10 applies.

§ 38 Legal reserve

- (1) The statutory reserve is used only to cover balance sheet losses.

- (2) It shall be formed by an annual allocation of at least 10 % of the net profit for the year, plus any profit carried forward or less any loss carried forward, and an amount equal to at least 5 % of the proposed Cooperative rebate, as long as the reserve does not reach 25 % of the balance sheet total.

§ 39 Other retained earnings

- (1) In addition to the statutory reserve, another profit and loss reserve is formed, to which at least 10 % of the annual profit plus a possible profit carried forward or minus a possible loss carry-forward is to be allocated annually. The amount entered by the Management Board in the further earnings reserve pursuant to paragraph 2 is to be taken into account. Further earnings reserves can be created. The Management Board and Supervisory Board decide on their use in a joint meeting (§ 23 para. 2 letter d)).
- (2) When drawing up the annual financial statements, the Management Board may place part of the annual net profit, but no more than half, in a further profit or loss reserve. The board decides on their use.
- (3) The General Meeting retains the right to use the retained earnings to cover balance sheet losses.

§ 39 a Capital reserve

If entrance fees are levied, they shall be allocated to a capital reserve. The Management Board and Supervisory Board decide on their use in a joint meeting (§ 23 para. 2 letter d). The General Meeting retains the right to use it to cover balance sheet losses (§ 44).

§ 40 Obligation to make additional payments

There is no obligation for members to make additional payments.

IV. ACCOUNTING

§ 41 Business year

- (1) The financial year shall be the calendar year.
- (2) The first financial year begins with the registration of the Cooperative and ends on 31.12. of this year.

§ 42 Annual financial statements and management report

- (1) Within five months of the end of the financial year, the Management Board must prepare the annual financial statements and the management report for the past financial year, insofar as this is required by law.
- (2) Pursuant to § 16 (2) (g), the Management Board must submit the annual financial statements and the management report, insofar as this is required by law, to the Supervisory Board immediately and then with its comments to the General Meeting on the adoption of the annual financial statements.
- (3) Annual financial statements, management report, insofar as this is required by law, and report of the Supervisory Board are to be laid out at least one week before the General Meeting at the business premises of the Cooperative or at another place to be disclosed for inspection by the members, made available in the non-public members' area on the Cooperative's website or otherwise brought to their attention.
- (4) The report of the Supervisory Board on its audit of the annual financial statements and the management report (§ 22 para. 2), insofar as this is required by law, must be submitted to the Annual General Meeting.

§ 43 Use of net income for the year

- (1) The General Meeting shall decide on the appropriation of the annual surplus in compliance with the provisions of the Law and these Statutes. The net profit attributable to the members is attributed to

the business balance until the share is reached or a business balance reduced by an annual loss is replenished.

- (2) The business assets of the members shall be interest-based at least 1 % regardless of paragraph 1. The interest is calculated according to the status of the business balances at the end of the previous financial year. They shall be paid no later than six (6) months after the end of the financial year for which they are granted.

Where the Cooperative's balance sheet for a financial year includes a net loss or a loss carried forward which is not covered in whole or in part by the retained earnings, a net profit for the year or a profit carried forward, interest may not be paid for that financial year in the amount not covered.

§ 44 Coverage of an annual deficit

- (1) The General Meeting shall decide on the coverage of an annual deficit.
- (2) In so far as an annual deficit is not carried forward to a new account or covered by the use of the other profit and loss reserves, it shall be covered by the statutory reserve or by the capital reserve or by depreciation of the members' business assets or by these measures at the same time.
- (3) Where the assets are used to cover a net loss for the year, the proportion of the annual deficit attributable to the individual member shall be calculated on the basis of the ratio of the shares of all members taken over or to be taken over in accordance with the articles of association at the beginning of the financial year in which the annual loss arose.

VI. LIQUIDATION

§ 45 Liquidation

After dissolution, the liquidation of the Cooperative takes place in accordance with the Cooperative Act. For the distribution of the assets of the Cooperative, the law is to be applied with the proviso that surpluses are distributed among the members according to the ratio of the business assets.

VII. NOTICES

§ 46 Notations

The announcements of the Cooperative are, unless otherwise required by law or in the articles of association, published under its company in the Main-Post, Würzburg. The annual financial statements and the documents to be disclosed in this context are, as far as required by law, only published in the electronic Federal Gazette under the company of the Cooperative. The publication shall indicate the names of the persons from whom it originates.

VIII. PLACE OF JURISDICTION

§ 47 Jurisdiction

The place of jurisdiction for all disputes between the member and the Cooperative from the membership relationship is the district court or the regional court, which is responsible for the seat of the Cooperative.

IX. MEMBERSHIPS

§ 48 Memberships

The Cooperative becomes a member of an examination association, by which it is also audited. The name and registered office of this examination association must be indicated on the website or, in the absence of such, on the business letters.

These statutes were adopted at the General Assembly of September 7, 2021

and entered in the Cooperative register on October 6, 2021.