

ARTICLES OF ASSOCIATION

of

Feintool International Holding AG

I. Name, registered office, duration and object of the company

Article 1

Name, registered office and duration

Under the name

Feintool International Holding AG

there exists a public limited company, with registered office in Lyss, in accordance with these Articles of Association and with the provisions of Articles 620 ff. of the Swiss Code of Obligations.

The duration of the company shall be indefinite.

Article 2

Object

The purpose of the Company is the manufacture and sale of tools, machines, machine equipment and spare parts as well as the provision of engineering services and other services, in particular in the field of fineblanking and forming and stamping technology.

The Company may acquire, manage and transfer patents, trademarks and technical and industrial know-how, acquire, manage and sell real estate in Switzerland and abroad, as well as take participations in other companies in Switzerland and abroad, establish branches and subsidiaries in Switzerland and abroad.

The Company may participate in group financing, in particular by granting loans to its direct or indirect shareholders or other group companies or by granting guarantees or other security of any kind for their liabilities to third parties.

The company may take all measures and effect all transactions which are apt to promote its corporate object or which relate to it.

II. Share capital

Article 3

Share capital

The share capital shall amount to CHF 14'445'260.00 subdivided into 14'744'526 fully paid-up registered shares of par value CHF 10.00 each.

Article 3a

Capital band

1. The Board of Directors is authorized, for a period ending on April 30, 2029, to increase the share capital in one or more stages to a maximum of CHF 176,934,310.00 (upper limit of the capital band) by issuing a maximum of 2,948,905 registered shares with a par value of CHF 10. 00 and to reduce the share capital in one or more steps to not less than CHF 140,073,000 (lower limit of the capital band) either by cancelling a maximum of 737,226 registered shares at a par value of CHF 10.00 each or by a corresponding reduction of the par value of the registered shares. A reduction and a re-increase may take place simultaneously.
2. If the share capital is increased within the scope of the capital band, the number of shares by which a reduction may be effected shall be increased in such a way that the lower end of the capital band may be reached. If the share capital is reduced within the scope of the capital band, the number of shares by which a capital increase can take place is increased so that the upper end of the capital band can be reached. If a change in capital occurs through a change in the nominal value, the upper and lower limits of the capital band remain in place, but the number of shares of the possible changes and the nominal values are adjusted.
3. In the event of an increase in share capital, the new shares must be fully paid up. In the event of a capital reduction, the amount of the reduction may be distributed to the shareholders in whole or in part and / or booked to the reserves, according to the decision of the Board of Directors.
4. Subscription and acquisition of the new registered shares as well as any subsequent transfer shall be subject to the provisions of Art. 4 of the Articles of Association.
5. The Board of Directors shall determine the date of issue of new shares, their issue price, the method of payment, the conditions for the exercise of subscription rights and the commencement of dividend entitlement. The Board of Directors may issue new shares by means of firm underwriting or intermediation by a financial institution, a syndicate of financial institutions or another third party and subsequent offer to the existing shareholders or to third parties (provided that the subscription rights of the existing shareholders are cancelled or not validly exercised).

The Board of Directors is authorized to allow, limit or exclude the trading of subscription rights.

The Board of Directors may allow subscription rights that have not been exercised to lapse, or it may place them or shares for which subscription rights have been granted but not exercised at market conditions or at the conditions of the capital increase in which the subscription rights were not exercised, or use them otherwise in the interest of the Company.

6. The Board of Directors may exclude the shareholders' subscription rights in whole or in part and allocate them to individual shareholders or third parties, including subsidiaries (i) for the purpose of using the shares for the participation of strategic partners; (ii) for the acquisition of or investment in companies, parts of companies, participations, products and product development programs, intellectual property rights or licenses for the development, manufacture or distribution of products or for share placements for the financing or refinancing of such acquisition or investment projects of the Company; (iii) to facilitate a transaction by means of an exchange of shares; (iv) for the expansion

of the shareholder base in certain investor markets or in connection with the admission of the shares to foreign stock exchanges; (v) for the participation of employees or members of the Board of Directors or Advisory Board, namely by servicing rights to receive shares, which rights are subject to conditions or expiry of time periods; (vi) for the purpose of a rapid and flexible raising of equity capital through a share placement, which would be difficult or impossible when granting subscription rights; (vii) for the creation of reserve shares intended for the above-mentioned purposes or to back financial instruments issued at market conditions; (viii) to service financial instruments issued on market terms; (ix) to comply with regulatory requirements that make it difficult or impossible to exercise the subscription right; or (x) to create a (possibly variable) portfolio of shares intended for stock lending in connection with financial instruments issued or guaranteed by the Company, namely convertible bonds. In all other cases, the subscription right shall be preserved.

7. The exclusion of subscription rights pursuant to paragraph 6 of this Art. 3a of the Articles of Association shall be permitted for a maximum of 10% of the number of shares already issued immediately prior to the respective capital increase. This percentage shall be reduced to the extent that advance subscription rights have been excluded pursuant to Art. 3b No. 1 of the Articles of Association.
8. If and to the extent that the Board of Directors has used and/or reserved the existing conditional capital pursuant to Art. 3b No. 1 of the Articles of Association, the authorization of the Board of Directors to increase the share capital within the scope of the capital band pursuant to paragraph 1 of this Art. 3a of the Articles of Association shall be reduced to the extent of the use made or the existing reservation.

Article 3b

Conditional capital

1. Warrant and conversion rights

The share capital shall be increased by a maximum of CHF 29,489,050.00, corresponding to a maximum of 2,948,905 registered shares of par value CHF 10.00 each, to be fully paid up, to the exclusion of the subscription rights of existing shareholders, by the exercise of warrant and conversion rights granted in connection with the company's or group companies' bonds or similar debt securities.

Resolutions of the Board of Directors on the financing of acquisitions of companies, parts of companies, participating interests or new investments planned by the company, or on the issue of bonds with warrants attached and convertible bonds on international capital markets, may restrict or preclude the shareholders' rights of advance subscription.

Insofar as the right of advance subscription is precluded: (1) bonds shall be publicly placed on market terms; (2) warrant and conversion rights shall be exercised no later than seven years from issue of the bond; and (3) the exercise price of the new shares shall be set as at least equal to the going market terms at the time of the bond issue.

The exclusion of advance subscription rights pursuant to paragraph 2 of this Art. 3b No. 1 of the Articles of Association is permitted for a maximum of 10% of the number of shares already issued immediately prior to the issue of option or conversion rights. This percentage shall be reduced to the extent that subscription rights have been excluded in accordance with Art. 3a para. 6 of the Articles of Association.

If and to the extent that the Board of Directors has used the authorization under Art. 3a of the Articles of Association to increase the share capital, the authorization of the Board of Directors to use or re-use the share capital under this Art. 3b No. 1 shall be reduced to the extent that it has been used under Art. 3a of the Articles of Association. The re-increase under Art. 3a para. 2 of these Articles of Association in the event of a capital reduction shall also apply to this Art. 3b No. 1.

2. Employee participation

The share capital shall be increased by a maximum of CHF 557,500.00 corresponding to a maximum of 55,750 registered shares, of par value CHF 10.00 each, to be fully paid up, to the exclusion of the subscription rights of existing shareholders, by exercise of subscription rights of employees, as holders of option rights.

New share issues shall be fully paid up on the stock option terms prescribed by the Board of Directors. New shares may be issued to employees at below the stock market price. The Board of Directors shall issue regulations governing the details. The acquisition of shares under the employee share ownership scheme and any subsequent transfer of shares shall be governed by the transfer restrictions of Article 4 of the Articles of Association.

3. Exercise of option and conversion rights

Option and conversion rights may be exercised electronically (including by e-mail or via electronic systems or platforms made available by or for the Company), as determined in more detail by the Board of Directors, or in writing. Such rights may be waived in the same form.

Article 3c

(deleted)

Article 3d

(deleted)

Article 3e

(deleted)

Article 4

Share register

Only a shareholder with voting rights, entered as such in the share register, shall exercise the voting right associated with the shares, and other rights associated with the right of voting.

The Board of Directors may refuse registration as a shareholder with voting rights if an acquirer of shares does not expressly declare that he has acquired the shares in his own name and for his own account, that there is no agreement on the redemption or return of

corresponding shares and that it bears the economic risk associated with the shares.

The Board of Directors shall be entitled to delete entries in the share register, which were obtained by supplying false information, with retroactive effect, after hearing the person concerned. The same shall apply in case of breach of the notification obligation of the Swiss Federal Financial Markets Infrastructure Act (FMIA), Article 120.

Article 5

Actual shares and book-entry securities

The company issues its registered shares in the form of individual certificates, global certificates or simple book-entry rights. The company is entitled, within the scope of the law, to convert its registered shares already issued in one of these forms to another form at any time and without the agreement of shareholders.

If registered shares are issued in the form of individual certificates or global certificates, they will bear the signature of one member of the Board of Directors. This signature may be a facsimile signature.

The shareholder is not entitled to have registered shares issued in a particular form converted to a different form. All shareholders may, however, ask the company to issue a statement of the registered shares held by him according to the share register at any time.

Book-entry securities based on registered shares in the company cannot be transferred by assignment. No securities can be ordered by assignment for these book-entry securities.

Article 6

Subscription rights

Shareholders shall hold subscription rights, proportionate to their existing shareholdings, with regard to every new issue of shares. The General Meeting shall only cancel the said subscription rights for valid reasons. Good cause shall mean in particular takeover of companies, parts of companies or participating interests, and employee share ownership.

III. Organs of the company

Article 7

Organs

The organs of the company shall be as follows:

- A. the General Meeting;
- B. the Board of Directors; and
- C. the Auditor.

A. The General Meeting

Article 8

Powers

The General Meeting shall hold the following non-transferable powers:

1. to adopt and amend the Articles of Association;
2. to elect the members of the Board of Directors, the Chairman of the Board of Directors, the members of the Compensation and Nomination Committee, the Auditor and the independent proxy;
3. to adopt the financial review and consolidated financial statements and any report on non-financial matters;
4. to adopt the financial statements and resolve on the appropriation of the retained earnings and to determine dividends;
5. the determination of an interim dividend and the approval of the interim financial statements required for this purpose;
6. the passing of resolutions on the repayment of the statutory capital reserve;
7. to grant discharge to the members of the Board of Directors;
8. the delisting of the equity securities of the Company;
9. to approve the remuneration of the Board of Directors and the persons who are wholly or partially entrusted by the Board of Directors with the management of the company (Group Management) and of any advisory board in accordance with Article 18c of the Articles of Association;
10. to resolve on matters reserved by law or by the Articles of Association to the General Meeting.

Article 9

Convening of meetings and inclusion of business on the agenda

The General Meeting shall be convened by the Board of Directors or, if necessary, the Auditor. The liquidators and representatives of the bondholders shall also have the right of convocation.

The ordinary General Meeting shall be held annually within six months of the close of the financial year. Extraordinary meetings shall be convened as necessary

One or more shareholders, together representing at least 5% of the share capital or the votes, may also convene a General Meeting. Shareholders together representing at least 0.5% of the share capital or the votes may request the inclusion of an item in the agenda or a motion to an agenda item, up to 40 calendar days before the General Meeting at latest. Requests for convocation and inclusion of business on the agenda shall be made in writing, stating the item and the motions.

An ordinary or extraordinary General Meeting shall be convened by publication in the Swiss Official Gazette of Commerce at least 20 days before the meeting. The registered shareholders entered in the share register may also be invited by letter and/or by e-mail. Such publication and invitation shall state the date, start, type, and place of the General Meeting, the agenda items and the wording of the motions of the Board of Directors, with a brief statement of the reasons, and of the shareholders who have applied for the meeting to be held or for inclusion of an item on the agenda and, if provided, with a brief statement of the reasons, and the name and address of the independent proxy. A General Meeting of Shareholders may be held by electronic means without a meeting place if so decided by the Board of Directors.

The notice of the meeting shall point out that the Annual Report and Auditor's Report and the Remuneration Report with the related Auditor's statement and a possible report on non-financial matters are electronically available no later than 20 days before the ordinary General Meeting, and, if that is not the case, that each shareholder may be sent a copy of these documents immediately on request.

Resolutions shall not be taken on matters not thus notified, except motions convening an extraordinary General Meeting or for execution of a special inspection.

Article 10

Voting rights and representation of shares

Each share shall confer entitlement to one vote. Only those shareholders entered in the share register are entitled to vote at the Annual General Meeting.

A shareholder may only be represented at the Annual General Meeting by any third party by written proxy or the independent proxy. Attending members of the Board of Directors shall decide on the recognition of proxies. All the shares held by a shareholder may be represented by one person only.

Article 10 a

Independent proxy

The General Meeting shall elect an independent proxy. Natural persons, legal entities or partnerships may be elected. Their independence may not be compromised, or perceived to be compromised and shall otherwise be established in accordance with Art. 728.2-6 of the Swiss Code of Obligations.

The term of office of the independent proxy shall end at the close of the ordinary General Meeting following that in which he was elected. Re-election shall be possible.

If the company has no independent proxy, the Board of Directors shall appoint one for the next General Meeting.

The General Meeting may dismiss the independent proxy with effect from the end of the General Meeting.

The independent proxy shall perform his duties in accordance with the relevant provisions of law. The Board of Directors shall ensure that shareholders are able

1. to give instructions to the independent proxy concerning each motion on business announced in the notice of the meeting; and
2. to give general instructions to the independent proxy on motions for business not announced in the notice of the meeting and on new items of business in accordance with Art. 704b of the Swiss Code of Obligations.

The company shall further ensure that shareholders are able to issue their proxies and instructions to the independent proxy, including in electronic form, until 16.00 hours on the third working day prior to the date of the General Meeting. This deadline shall be deemed to have been met if the proxies and instructions are received by the independent proxy by that time. The Board of Directors shall determine the procedure for the electronic issue of proxies and instructions.

The independent proxy is obliged to exercise the voting rights conferred on him by the shareholders as instructed. If he has not received any instructions, he shall abstain from voting.

If the independent proxy is unable to exercise his duties or if the company no longer has an independent proxy, the proxies and instructions issued to him shall be deemed to have been issued to the independent proxy appointed by the Board of Directors in accordance with Paragraph 3 above.

Article 11

Voting

Save compelling contrary provision of the law or of the Articles of Association, the General Meeting shall resolve and elect by majority of voting shares represented, irrespective of the number of shareholders present or of shares represented.

Accordingly, in elections, candidates who attract the largest numbers of votes shall be deemed elected. In the event of a tie, the chairman shall have the casting vote.

Ballots shall, as a rule, be open, unless

- the chairman orders a secret ballot; or
- a shareholder moves that a secret ballot be held and the majority of shareholders present at the General Meeting support such motion by open ballot.

Article 12

Qualified majority on important resolutions

The following resolutions of the General Meeting shall require the assent of at least two-thirds of votes represented, and an absolute majority of the par value of shares represented:

1. amendment of the corporate object;
2. the consolidation of shares, insofar as this does not require the consent of all shareholders concerned;
3. the increase of capital out of equity, against contributions in kind or by offsetting against a claim and the granting of special benefits;

4. the restriction or cancellation of subscription rights;
5. the introduction of conditional capital or the introduction of a capital band;
6. the conversion of participation certificates into shares;
7. the restriction of the transferability of registered shares;
8. the introduction of voting shares;
9. the change of the currency of the share capital;
10. the introduction of the casting vote of the Chairman at the General Meeting;
11. a provision in the Articles of Association regarding the holding of the General Meeting abroad;
12. the delisting of the Company's equity securities;
13. the relocation of the registered office of the Company;
14. the introduction of an arbitration clause in the Articles of Association;
15. the waiver of the appointment of an independent proxy for the conduct of a virtual General Meeting of Shareholders in the case of companies whose shares are not listed on a stock exchange;
16. dissolution of the company.

Article 13

Chair, organization and minutes

The Chairman of the Board of Directors or, in his absence, the Vice-Chairman or other member designated by the Board of Directors shall chair the General Meeting. The chairman shall appoint the secretary and the tellers to count the votes.

The chairman shall guide the meeting, its proceedings and its votes. He shall announce the results of voting. The minutes shall contain the precise voting results. He shall hold the necessary powers to ensure the normal progress of the meeting. The proceedings of the General Meeting shall be recorded in minutes, including the following information:

1. the date, beginning and end as well as the type and place of the General Meeting;
2. the number, type, par value and class of shares represented, specifying the shares represented by the independent proxy, by the corporate proxy or by proxies for deposited shares;
3. the resolutions and the election results;
4. the requests for information made at the General Meeting and the answers given thereto;

5. the statements made by the shareholders for the record;
6. relevant technical problems arising in the course of the General Meeting.

The minutes shall be approved and signed by the chairman, secretary and tellers of the General Meeting and kept at the company's registered office.

Each shareholder may request that the minutes be made available to the shareholder within 30 days after the General Meeting.

B. The Board of Directors

Article 14

Membership

The Board of Directors shall consist of one or more members. The General Meeting shall elect the members of the Board of Directors in individual votes and the Chairman from among the members of the Board of Directors. The term of office of the members and Chairman of the Board of Directors shall end no later than the close of the ordinary General Meeting following that in which they were elected, unless they resign early or are dismissed. Re-election shall be possible.

If the position of Chairman is vacant, the Board of Directors shall appoint a new Chairman for the remaining term of office.

The Board of Directors constitutes itself having due regard for the election decisions of the General Meeting concerning the Chairman of the Board of Directors and the members of the Compensation and Nomination Committee. It elects a Vice-Chairman, as well as a secretary, who does not have to be a Board member.

Article 15

Powers of the Board of Directors

The Board of Directors shall act as the highest tier of management of the company and monitor the management of its business. It shall represent the company in external relations and deal with all matters not assigned by law, by the Articles of Association or by organizational regulations to another organ of the company.

The Board of Directors may transfer powers and the management of the business, or parts thereof, to one or more individual members of the Board of Directors or other natural persons, who need not be shareholders, unless such powers and management are assigned to the Board, by compelling provision of the law or of the Articles of Association. The Board of Directors shall issue organizational regulations and govern the corresponding contractual relations.

The Board of Directors shall have the following non-transferable and inalienable tasks:

1. to act as the highest tier of the company's management and to issue the necessary directives;

2. to determine the organization;
3. to configure the accounting system, financial control and financial planning;
4. to appoint and dismiss the persons entrusted with the management and representation;
5. to exercise ultimate supervision over the persons entrusted with the management, especially in relation to compliance with the laws, Articles of Association, regulations and directives;
6. to draw up the annual report, the Remuneration Report and a report on non-financial matters as well as to prepare for the General Meeting and implement its resolutions;
7. to resolve on subsequent payment of contributions on shares which have not been fully paid up, and to amend the Articles of Association accordingly;
8. to resolve on the establishment of capital increases and subsequent amendments of the Articles of Association;
9. and to submit of an application for debt-restructuring moratorium and to notify the court in case of over-indebtedness.

Article 16

Convocation and resolutions

The Board of Directors shall meet as often as required by business needs. It shall be convened by its chairman or, in his absence, the vice-chairman or other member of the Board of Directors. When so requested in writing by a member, the chairman shall convene a meeting of the Board of Directors within 30 days.

The presence of the majority of members of the Board of Directors shall be required in order to constitute a quorum. No such quorum shall be required for resolutions of the Board of Directors on reports on a capital increase or subsequent paying up; or for resolutions requiring public notification.

The Board of Directors shall resolve and elect by simple majority of members present at the meeting. In the event of a tie, the chairman shall have the casting vote. As a rule, voting shall be open unless a member requests a secret ballot. The Board of Directors may also resolve on motions validly by in a form that allows the prove of the resolution in writing(letter, e-mail, electronic platform or other form), by majority of its members, provided that all members of the Board of Directors, who can be reached at their stated addresses, shall have the opportunity to cast their votes, and that no member shall have requested verbal deliberation.

Resolutions shall be recorded in minutes for signature by the chairman of the meeting and by the secretary.

Each member of the Board of Director shall have the right to disclosure/right of inspection within the scope of the law.

Article 17

Compensation and Nomination Committee

The General Meeting shall elect a Compensation and Nomination Committee comprising one or more members. The members of the Compensation and Nomination Committee shall be individually elected. Only members of the Board of Directors are eligible for election. The term of office of the members of the Compensation and Nomination Committee shall end no later than the close of the ordinary General Meeting following that in which they were elected. Re-election shall be possible.

If the Compensation and Nomination Committee has fewer than the number of members elected by the last General Meeting and is therefore not fully constituted, the Board of Directors shall appoint the missing members for the remaining term of office.

The task of the Compensation and Nomination Committee is to prepare the resolution of the Board of Directors concerning the compensation of members of the Board of Directors, Group Management and any Advisory Board and to make the appropriate proposal to the Board of Directors in this regard. The Board of Directors shall adopt a resolution based on the proposal of the Compensation and Nomination Committee on the compensation of members of the Board of Directors, Group Management and any Advisory Board and submit this to the General Meeting for approval in accordance with Article 18c of the Articles of Association.

The Board of Directors shall issue regulations for the Compensation and Nomination Committee in which it may entrust the Committee with additional tasks, especially in the sphere of nominations and appointments and the termination of employment relationships, and specify its tasks under the Articles of Association.

The Compensation and Nomination Committee may engage other persons and external advisors for the performance of its duties and request them to attend its meetings.

Article 18

Compensation principles, performance-based compensation, participation and option plans

The compensation of members of the Board of Directors, Group Management and any Advisory Board should be commensurate, competitive and performance-based and shall be determined in accordance with the Group's strategic objectives and results.

The company may pay the members of the Board of Directors, Group Management and any Advisory Board a performance-based compensation. The amount of such compensation shall be dependent upon the qualitative and quantitative targets and parameters set by the Board of Directors, in particular the Group's total profit and the individual contribution of the member concerned. The performance-based compensation may be paid in cash or in the form of the allocation of equity securities, conversion or warrant rights or other rights to equity securities. The Board of Directors shall issue regulations governing the details.

The company may allocate equity securities, conversion or warrant rights or other rights to equity securities to the members of the Board of Directors, Group Management and any Advisory Board as part of their compensation. If equity securities, conversion or warrant rights or other rights to equity securities are allocated, the amount of the compensation shall equate to the value that can be attributed to the allocated securities or rights at the time of their allocation according to generally accepted valuation methods, unless the General Meeting dictates otherwise. The Board of Directors may set a vesting period for the holding of the

securities or rights and determine when and to what extent the entitled persons shall acquire a legal entitlement and/or the conditions in which any vesting periods shall lapse and the beneficiaries shall immediately acquire a legal entitlement (e.g. in the event of a change of control, substantial restructuring or certain forms of termination of employment). The Board of Directors shall issue regulations governing the details.

The allocation of equity securities, conversion or warrant rights or other rights to equity securities which the members of the Board of Directors, Group Management and any Advisory Board receive in their capacity as shareholders of the company (e.g. subscription rights in the context of a capital increase or options in the context of a capital reduction) shall not constitute compensation and are not covered by this provision.

Article 18 a

Employment contracts, loans, credits and pension benefits

Employment contracts with the members of Group Management and contracts with the members of the Board of Directors upon which the compensation of the members concerned is based shall be concluded for a fixed term of no more than one year or for an indefinite duration with a notice period of no more than twelve months to the end of a calendar month.

Loans or credits may be extended to members of the Board of Directors, Group Management and any Advisory Board up to a maximum sum of CHF 300,000.00, in particular in the form of advances on costs of civil, criminal or administrative proceedings connected with the activity of the person concerned as a member of the Board of Directors or Group Management of the company (in particular, court fees and lawyer's fees).

The members of the Board of Directors, Group Management and any Advisory Board shall receive occupational pension benefits in accordance with the legal or regulatory provisions at home or abroad that apply to them, including non-obligatory benefits where applicable. The provision of such benefits shall not constitute compensation that is subject to approval.

If a member of Group Management, of the Board of Directors or of any Advisory Board falls ill or suffers an accident, the company may continue paying his salary within the scope of a regulatory arrangement issued by the Board of Directors or within the scope of insurance benefits. When early retirement is taken, the company may pay bridging benefits to the insured or additional contributions to a pension fund in accordance with early retirement regulations to be issued by the Board of Directors.

Article 18b

Additional mandates

The members of the Board of Directors, Group Management and any Advisory Board may not hold or exercise more than (i) 8 additional, paid mandates, of which no more than 4 at companies whose equity securities are listed on a stock exchange, and (ii) 8 unpaid mandates, expense allowances not being deemed to constitute compensation.

Mandate denotes activity on the most senior management or administrative organs of businesses with an economic purpose that are not controlled by the company, do not control the company and are not subject to common control with the company. Mandates at various companies belonging to the same corporate group shall count as one mandate. Mandates fulfilled by a member of the Board of Directors or Group Management on the instructions of a group company shall not fall under the restriction on additional mandates under this Article 18b.

Article 18c

Voting on compensation by the General Meeting

Each year, at the motion of the Board of Directors, the General Meeting shall individually and bindingly approve the total compensation for

1. the Board of Directors and any Advisory Board (in a separate ballot) for the period until the next ordinary General Meeting;
2. Group Management for the financial year following the ordinary General Meeting (the "approval" period).

If an approved total sum for the compensation of Group Management is not sufficient to compensate any members appointed after the resolution of the General Meeting until the start of the next approval period, the company shall have at its disposal for the remainder of the respective approval period an additional sum per person of no more than 50 % of the total compensation for Group Management previously approved. The General Meeting shall not vote on the additional sum used.

In addition to the approval pursuant to Para. 1, each year at the motion of the Board of Directors the General Meeting may individually and bindingly resolve to increase the approved sums for the compensation of the Board of Directors, Group Management and any Advisory Board for the approval period running up to the General Meeting concerned or the previous approval period. The Board of Directors is authorized to pay any kind of permitted compensation from the approved totals or additional sums.

If the General Meeting refuses to approve a total sum for the members of the Board of Directors, Group Management or any Advisory Board, the Board of Directors may present new motions at the same General Meeting. If it does not present new motions or if these are also rejected, the Board of Directors may at any time, with due regard for the requirements of law and the Articles of Association, convene a new General Meeting.

The reimbursement of expenses shall not constitute compensation. Within the limits accepted by the tax authorities, the company may reimburse the members of Group Management, the Board of Directors and any Advisory Board for expenses in the form of fixed expense allowances.

The company may take out directors' & officers' liability insurance on behalf of the members of the Board of Directors, Group Management and any Advisory Board and pay the contractual premiums or contributions. Payment of the premiums or other contributions shall not constitute compensation.

Members of the Board of Directors, Group Management and any Advisory Board may draw compensation for activities at companies that are directly or indirectly controlled by the company, provided such compensation would be permitted were it paid directly by the company and provided it has been approved by the company's General Meeting. The amounts approved by the General Meeting in accordance with this provision of the Articles of Association may be paid by the company and/or one or more other Group companies.

Compensation approved in an approval resolution by the General Meeting for a particular period may also be paid in full or in part after the end of that period, provided it is paid for the period to which the approval resolution relates. In this case, the compensation must not be covered by the approval resolution for the period in which payment is made.

In the event of notice to terminate or the early termination of a permanent employment

contract with a member of Group Management, the company may pay the salary until the end of the notice period, even if the employee is released and commences a new role. If a member of Group Management is released during the term of a fixed-term employment relationship or if that relationship is dissolved early, the same shall apply until the expiry of the fixed term.

If the company has agreed a non-competition clause with a member of Group Management or Board of Directors, it may, for a period not exceeding two years, pay the member concerned a total compensation which may not exceed the average of the remuneration of the last three financial years.

C. Auditor

Article 19

Election of the Auditor

The General Meeting shall elect an auditing company as Auditor for a period of one year. Such Auditor shall comply with the statutory requirements and hold the rights and obligations assigned to it as such by law.

Article 20

Auditor's tasks

The Auditor shall establish whether the accounts and Group accounts comply with the statutory provisions, Articles of Association and selected corpus of rules, whether the motion of the Board of Directors on the appropriation of the balance-sheet profit complies with the law and Articles of Association, and whether a system of internal audit exists. The Auditor shall report in writing on the findings of its audit to the General Meeting, which it shall be bound to attend. Otherwise the relevant provisions of the Swiss Code of Obligations shall apply.

IV. Group accounts and annual financial statements

Article 21

Financial year and accounting principles

The financial year shall be determined by the Board of Directors.

The Group accounts and the annual financial statements, consisting of the statement of income, balance sheet, cash flow statement and notes, shall be compiled in accordance with the provisions of the Swiss Code of Obligations, especially Articles 957 ff. and with the generally recognized and usual commercial and industry principles.

Article 22

Appropriation of net profit

Initially 5 % of annual profit shall be transferred to legal profit reserves, until these have

reached the level of 20 % or, respectively, if required by law, 50% of the contributed share capital. Such reserves shall be used in accordance with Code of Obligations Article 672 para. 3.

The remaining annual profit shall be at the free disposal of the General Meeting, subject to the provisions of Code of Obligations Articles 673 - 677.

V. Dissolution and winding up of the company

Article 23

Dissolution and winding up of the company

The dissolution and winding up of the company shall take place in accordance with the provisions of the Code of Obligations, with the proviso that the liquidators should be entitled to dispose of property by private treaty.

The General Meeting may also resolve to wind the company up at any time, at the motion of the Board of Directors, or if losses have halved the company's capital, and the reserves are exhausted.

In the event of dissolution of the company, the Board of Directors in office at the time shall handle the winding up, unless the General Meeting resolves to the contrary.

Throughout the duration of winding up, the powers of the General Meeting shall remain in force, subject to the restriction of the Code of Obligations Article 739.2. The General Meeting shall specifically have the right of adoption of the accounts drawn up by the liquidators.

VI. Official announcements

Article 24

Organ of publication

The company's organ of publication of notices to shareholder and public announcements shall be the Swiss Official Gazette of Commerce. The Board of Directors shall be authorized to designate other organs of publication.

These Articles of Association shall replace those dated 25th April 2023.

Lyss, 29th April 2026