

Disclaimer:

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Articles of Association of the mioty alliance e.V.

06.11.2024

1 Section: GENERAL

1.1 Name and registered office

- 1.1.1 The association bears the name "mioty alliance e.V."
- 1.1.2 The association is based in Erlangen.
- 1.1.3 The association is politically, ethnically and denominationally neutral. Insofar as function designations are used in these Articles of Association, these apply to all genders.

1.2 Purposes and tasks of the association

- 1.2.1 The association pursues the following purposes in particular:
 - a.) To represent the interests of developers, manufacturers and users in the field of radio transmission technology;
 - b.) the worldwide promotion, further analysis and further development of practical applications of radio transmission technology, in particular the technology for radio transmission known under the brand name MIOTY and developed by the Fraunhofer Institute IIS, as standardized in ETSI 103357 TS-UNB at the time the association was founded;
 - c.) the definition and promotion of open, manufacturer-independent, uniform and transparent standards and principles for the manufacture of mioty-enabled devices and the operation of infrastructures in order to ensure the functionality and interoperability of radio transmission technology,
 - d.) Supporting the dissemination and further technical development of mioty technology;
 - e.) Supporting mioty-related matters and activities;
 - f.) the worldwide establishment of mioty radio technology as the standard for highly reliable and robust LPWA networks;
 - g.) promoting the development of a wide range of interoperable, radio-based products for Internet of Things applications (but not the promotion of specific products, product developments or product programs);
 - h.) promoting the development of specifications to ensure the interoperability of sensor profiles for wireless products using the TS 103357 wireless standard.
- 1.2.2 To achieve these purposes, the association undertakes the following tasks in particular:
 - a.) Collection and evaluation of experiences by persons and organizations regarding mioty for the purpose of developing non-binding proposals for conduct, statements and recommendations to ensure reliable, interoperable functioning of infrastructures and applications of MIOTY technology, also with the participation of third parties;
 - b.) Organizing training courses, conferences, congresses and other events that serve the exchange of information in the field of radio transmission technology, in particular mioty;
 - c.) Coordinating and promoting information campaigns and deciding how to finance information campaigns related to mioty;
 - d.) Developing statements, initiatives and harmonization projects at national and supranational level that are relevant to mioty, in particular with the aim of creating an ecosystem for users of mioty technology - both as product manufacturers and as end users;
 - e.) Networking activities between members along the value chain.
- 1.2.3 Members have no legal entitlement to services from the association. In particular, the membership fee is not a fee for certain services provided by the Association.
- 1.2.4 The Association may offer members and third parties certain services, such as certifications and licenses for the use of product labels, for a separate fee (commercial business operations) in order to perform its tasks. The income from this shall be used to achieve the purposes set out in section 1.2.1.

1.3 Financial year

The financial year begins on October 1 and ends on September 30.

1.4 Language, protocols

- 1.4.1 These Articles of Association and all regulations issued on their basis are written in German and English. The annual reports (Section 3.3.4 lit c.) must also be drawn up in German and English.
- 1.4.2 In addition, all meetings/meetings are held in English. The minutes of the Executive Board and Advisory Board meetings (sections 3.3.6 and 3.4.3) and the draft resolutions (section 1.5.1) are written in English. If these contain resolutions requiring registration or if a member of the Board of Directors requests this, the corresponding minutes and draft resolutions are also translated into German by a certified translation service provider. It is agreed that if a German version is available, this shall be the leading version in the event of discrepancies.
- 1.4.3 Minutes of the bodies shall become binding if their content is not objected to before the next meeting. If the next meeting takes place within one month of the minutes being sent out, an objection period of one month after the minutes have been sent out remains in place.

1.5 Passing resolutions by circulation or by email

- 1.5.1 Resolutions of the bodies of the association as well as the committees and working groups can be passed by circular resolution in writing or by e-mail. The decision is made by the person convening the meeting. A resolution passed using this procedure is effective if a member of the respective body does not object within one month of receiving the resolution; Section 1.4.3 does not apply.
- 1.5.2 In the case of a resolution by circulation procedure, the convenor shall notify each member of the body of the corresponding draft resolution in writing or by email and set a deadline for voting. The deadline is at least 7 working days from receipt of the draft resolution. The draft resolution is deemed to have been received when it has been sent to the member's last known postal or e-mail address.
- 1.5.3 Resolutions by circulation may be passed in text form. The regulations of a body may stipulate higher requirements for the form of the circulation procedure, including for individual resolution items.
- 1.5.4 The resolution is passed with the majority of votes cast in due time and form prescribed in the articles of association for the respective resolution, provided that a quorum is present.
- 1.5.5 If a member does not cast a vote, the failure to cast a vote shall be deemed an abstention.
- 1.5.6 The convenor shall notify all members of the body in writing or by e-mail of the resolutions passed by circulation or by e-mail within one week.

2 Section: MEMBERSHIP

2.1 General

- 2.1.1 Legal entities and partnerships may become members of the Association. Membership is indivisible; several persons cannot acquire membership together. Membership is not transferable.
- 2.1.2 Membership must be applied for in writing by signing the declaration of membership, stating the desired membership category and completing the corporate structure form. This declaration of membership must be accompanied by a direct debit authorization for the membership fee - in the event that the member is accepted - unless the Board of Directors approves a different method of payment. Membership is established when the Board of Directors approves the declaration of membership and payment of the first membership fee.

There is no entitlement to the establishment of membership.

- 2.1.3 The activities of the association are subject to strict compliance with antitrust law. The meetings may not be used for illegal cartel agreements or for the illegal exchange of information. The exchange of information between the members of the Association shall take place exclusively to achieve the purposes defined in Section 1.2 and, in particular, shall not include any sensitive competitive information on production and sales (e.g. prices, delivery quantities and capacities), internal research and development projects, market strategies and benchmarking (e.g. with regard to cost structures) of the members of the Association. The members undertake to comply with the compliance guidelines adopted by the General Meeting. Members are informed of the compliance guideline before the start of each meeting.
- 2.1.4 Members have a duty to promote the objectives of the Association.
- 2.1.5 The status as a member does not oblige the member to exclusive use of mioty technology. The right of members to establish or maintain membership in other associations or other organizations remains unaffected.
- 2.1.6 Members are permitted to use the word and figurative mark "mioty" registered by the association, registered with the German Patent and Trademark Office, ref. 3020241060677, in the registered spelling and design free of charge for the duration and for the presentation of their membership. Members are not entitled to pass on the rights granted to them to third parties. The general meeting may issue rules of use regarding the registered word and figurative mark.
- 2.1.7 The extent to which
- persons controlled by a member or
 - Persons who are directly or indirectly majority-owned by the same beneficial owner(s) as a member,
 - Persons in which a member holds a direct or indirect majority interest are permitted to use the information of the member concerned from the association and/or other benefits that the member concerned derives from its membership shall be decided by the Executive Board on a case-by-case basis.
- Other persons, even if they are in any way related to a member, are not permitted to do so and cannot be permitted to do so by the member in question. Each member must disclose persons pursuant to sentence 1 in the corporate structure form as part of the admission process (section 2.1.2) and inform the association immediately of any changes in the majority shareholdings pursuant to sentence 1 as well as new shareholdings pursuant to sentence 1. The information must be provided by completing the form again and sending it to the Executive Board. Each member must subject persons who are permitted use in accordance with sentence 1 to the same obligations towards the association to which they themselves are subject.
- 2.1.8 Section 2.1.7 does not include the exercise of voting rights or rights to make proposals on behalf of the member. A member may only ever have one vote or one right of proposal in the matter in question.

2.2 Categories of membership

- 2.2.1 The Association has the following membership categories:
- a.) Incubators
 - b.) Full members
 - c.) Associate members
- 2.2.2 Each member authorizes in writing a natural person who is in an employment or service relationship with the respective member to exercise their membership rights and obligations.

2.3 Incubators

- 2.3.1 Incubators are the founding members who have made significant contributions to bringing the

mioty technology to the state of technology and marketability available in 2019 and who have thus created the basis for practical applications of the mioty technology, so that they can serve as guarantors of long-term support for the mioty technology.

2.3.2 Incubators within the meaning of this regulation are

- a.) **Fraunhofer-Gesellschaft** zur Förderung der angewandten Forschung e.V. (registered in the register of associations at Munich Local Court under VR 4461) for its Fraunhofer Institute for Integrated Circuits IIS
- b.) **Diehl Metering GmbH** (registered in the Commercial Register at Ansbach Local Court under HRB 69)
- c.) **Texas Instruments Incorporated** (12500 TI Boulevard Dallas, Texas 75243 USA)
- d.) **ifm electronic GmbH** (registered in the commercial register at Essen local court under HRB 1887)
- e.) **WIKA Alexander Wiegand SE & Co KG** (registered in the commercial register at Aschaffenburg Local Court under HRB 1819)

2.3.3 Incubators have the same rights as full members, unless otherwise stipulated in these Articles of Association.

2.4 Full Members

- 2.4.1 There is no entitlement to the status of full member. A full member supports and/or promotes the use of mioty technology and promotes the purposes of the association to a special degree through their active and passive voting rights in the association's bodies.
- 2.4.2 Full members are entitled to vote in the General Assembly. They are entitled to active and passive voting rights, i.e. they have the right to nominate members of the Executive Board, they can propose agenda items for the General Meetings and they have the right to present at events and congresses organized by the association.
- 2.4.3 Full members can switch to Associate Member status by writing to the Board of Directors with six months' notice to the end of the financial year.

2.5 Associated Members

- 2.5.1 Anyone with an interest in mioty technology can become an Associate Member in accordance with 2.1.1.
- 2.5.2 Associate members receive invitations to Association events, can participate in Association congresses and receive the Association's publications.
- 2.5.3 Associate members do not have the right to vote or stand for election, but they do have the right to participate in general meetings.
- 2.5.4 Associate members may apply for full member status. There is no entitlement to full member status. The Board of Directors shall decide on the application. In the event of approval, the status of full member begins with the payment of the higher membership fee.
- 2.5.5 The membership fee regulations stipulate that non-profit organizations and universities pay a lower membership fee than the other Associate Members.

2.6 Membership fees

- 2.6.1 All members pay a membership fee, the amount of which is determined by the General Assembly and set out in a membership fee schedule. The membership fee is staggered according to the membership categories. The membership fee is collected by the association annually on 15 October for the following financial year, unless the Executive Board approves a different payment method for individual members. If the membership fee is not paid within a grace period of two months set in text form, the association is entitled to exclude the member concerned from the association after a further unsuccessful request for payment in text form with a notice period of two weeks and to inform the member of this in text form. The further request for payment shall refer to the possibility of exclusion.

- 2.6.2 In addition to the membership fee, full members and incubators may be required to pay a budget contribution. A maximum total of € 40,000 per year can be set as a budget contribution for each full member and each incubator. The budget contribution decided in each case is the same for each incubator and each full member. The budget contribution is determined by one or more resolutions of the full members and incubators. The resolution can only be passed with a majority of 2/3 of the full members and incubators. The resolution can only be passed on the unanimous recommendation of the Executive Board. The resolution should also include a payment deadline.
- 2.6.3 If the payment of any agreed budget contribution is not made within the set payment deadlines, the Association is entitled to withdraw the status of full member or incubator from the full member or incubator concerned after a fruitless request for payment with a notice period of one month by the Executive Board and to inform it of this in writing. Section 2.6.1. last sentence applies accordingly. The full member or incubator concerned shall receive the status of associate member until further notice. If the full member or incubator subsequently pays the budget contribution plus the statutory interest rate and a lump-sum expense allowance of EUR 1,500, the status of full member or incubator can be restored by resolution of the Board of Directors.
- 2.6.4 Unused budget contributions are carried over to the budget for the following financial year. If the association's activities generate income, this will be used for the budget of the current financial year or included in the budget for the following financial year.

2.7 End of membership

- 2.7.1 Membership ends
- a.) by voluntary resignation (termination);
 - b.) dissolution or liquidation of the legal entity;
 - c.) with the exclusion of the member.
- 2.7.2 An associate member may voluntarily resign by giving three months' written notice to the end of a financial year. The voluntary resignation of a full member or an incubator or the change of a full member to an associate member may be effected by written declaration with a notice period of six months to the end of a financial year.
- 2.7.3 A member may be expelled from the Association if
- a.) it has harmed the association or otherwise seriously violated its interests;
 - b.) the member is more than two months in arrears with the payment of membership fees and has again been requested to pay in text form in accordance with Section 2.6.1 without success;
 - c.) insolvency proceedings have been opened against the member's assets or an application has been made to open such proceedings;
 - d.) it has breached the obligations set out in these Articles of Association or the membership fee regulations and has not immediately remedied this breach despite a corresponding warning;
 - e.) it has breached the obligations set out in the Compliance Guidelines;
 - f.) there is a comparable good cause in the person of the member, in particular if the association suffers disadvantages as a result of the membership of the member concerned.
- 2.7.4 If a member is to be expelled, the member must be given the opportunity to comment; the Executive Board must request this in writing, setting a reasonable deadline. The Executive Board shall decide on the exclusion by resolution, whereby a member of the Executive Board proposed by the member to be excluded shall not have the right to vote. The decision on the exclusion must be justified in writing and sent to the member in text form. The member may lodge an appeal against the decision. The appeal must be submitted in writing to the Advisory Board within one month of receipt of the decision. The Advisory Board shall decide on the appeal at its next meeting.
- 2.7.5 Members have no claim to the Association's assets or the repayment of contributions if they leave the Association, if the Association is dissolved or if they are downgraded from full member to associate member.

- 2.7.6 If a member leaves the Association, persons nominated by this member for bodies, committees or working groups shall lose their offices, unless the Board decides otherwise. A member of the Executive Board nominated by the departing member has no voting rights in this decision.

2.8 Liability and sanctions

- 2.8.1 Members are not liable for the Association's obligations.
- 2.8.2 The association is not liable for damages caused to members by actions or omissions of the association or its bodies, insofar as only simple negligence is involved.
- 2.8.3 The following sanctions may be imposed on members who have violated their membership obligations, the provisions of these articles of association or other association regulations after the person concerned has been heard:
- a.) Warnings
 - b.) Suspension from association offices
 - c.) exclusion from the association.

The Executive Board shall decide on the imposition of sanctions by resolution. The decision must be substantiated in writing and sent to the member in text form. The member may lodge an appeal against the decision. The appeal must be submitted in writing to the Advisory Board within one month of receipt of the resolution. The Advisory Board shall decide on the appeal at its next meeting.

2.9 Intellectual property

- 2.9.1 For the handling of intellectual property, the General Assembly shall adopt IP regulations at the proposal of the Executive Board. These may provide for individual aspects to be delegated to the Executive Board in accordance with the principles set out in the IP regulations. The General Meeting may also delegate the adoption of the IP Regulations as a whole to the Executive Board.
- 2.9.2 The members remain the owners of the inventions they have made and the property rights applied for or granted on them, as well as the know-how they have developed, including copyrights.

3 Section: ORGANIZATION OF THE ASSOCIATION

3.1 Organs

The bodies of the Association are the General Assembly, the Board of Directors and the Advisory Board. The members of these bodies work on an honorary basis, but may receive an expense allowance, which is proposed by the Advisory Board and approved by the General Meeting.

3.2 General Assembly

- 3.2.1 The supreme body of the association is the General Assembly. All members are invited to the General Assembly; full members and incubators each have one vote. A member with voting rights may be represented by granting a written power of attorney to another member or to the authorized representative of a member, whereby a member may represent a maximum of three other members. Each member may attend with up to two representatives; the Board of Directors shall decide on exceptions before the start of the General Meeting.
- 3.2.2 An ordinary General Meeting of Members shall be held at least once a year within the first four months after the end of the financial year ("Annual General Assembly Meeting"). An Extraordinary General Meeting shall be convened if the Executive Board of the Association so decides or if the Advisory Board or at least 25% of the members of the Association so request in writing, stating the reasons.
- 3.2.3 The General Assembly is convened by the Executive Board. The meeting must be convened in

writing or by email at least six weeks before the date of the meeting, stating the agenda, location and time. The period begins on the day following the date on which the notice is sent. A convening letter is deemed to have been received by the member if it is sent to the last address/e-mail address provided to the association in writing by the member.

- 3.2.4 The agenda is set by the Executive Board. Incubators and full members may apply in writing to the Executive Board to add further matters to the agenda, but not amendments to the Articles of Association, no later than two weeks before the date of the General Meeting. The Executive Board decides on any additions to the agenda by resolution. An appeal may be lodged against a negative resolution. The Advisory Board decides on such an appeal by resolution.
- 3.2.5 The General Assembly decides on motions to add items to the agenda that are submitted at the General Assembly. A majority of three quarters of the valid votes cast is required for the motion to be accepted. Notwithstanding section 3.2.6, the General Assembly is only authorized to pass a resolution on the amended agenda item at the following General Assembly.
- 3.2.6 The General Assembly is quorate if it is convened properly and on time and at least half of the members entitled to vote are present or represented in accordance with section 3.2.1 sentence 3. If the general meeting does not have a quorum, a second meeting with the same agenda shall be convened with at least 4 weeks' notice, which shall then have a quorum regardless of the number of members present. This must be clearly indicated in the invitation.
- 3.2.7 The General Assembly generally passes its resolutions by a simple majority of those present or represented and entitled to vote (incubators and full members), unless these Articles of Association provide for other majorities. Abstentions are counted as votes not cast. In the event of a tie, the motion is deemed to have been rejected. The following applies to elections: If no candidate has achieved the majority of votes cast in the first round of voting, a run-off vote is held between the candidates who have achieved the two highest numbers of votes.
- 3.2.8 The procedure for elections and voting can be regulated in more detail by election and voting regulations.
- 3.2.9 Minutes must be kept of each General Assembly and signed by the chairperson of the meeting and the keeper of the minutes.
- 3.2.10 The General Meeting sets the guidelines for the work of the association and decides on issues of fundamental importance. The tasks of the general meeting include in particular
 - a.) Election of the Executive Board (taking into account the right of veto of the Advisory Board in accordance with sections 3.3.1, 3.3.3);
 - b.) Acceptance of the reports of the Executive Board and the Advisory Board;
 - c.) Discharge of the Executive Board and the Advisory Board;
 - d.) Determination of the reimbursement of expenses in accordance with section 3.1;
 - e.) Resolution of the contribution regulations in accordance with section 2.6.1 and resolution of any budget contribution in accordance with section 2.6.2;
 - f.) Resolution of the compliance guideline in accordance with section 2.1.4;
 - g.) Examination and determination of further association regulations such as election and voting regulations, rules of procedure; if other association bodies have determined such regulations by virtue of their responsibility, these can be examined and amended by the general meeting;
 - h.) Specifications for association committees and working groups to be set up by the Executive Board;
 - i.) Election of a professionally qualified person as auditor;
 - j.) Resolution on amendments to the Articles of Association and on the dissolution of the Association;
 - k.) other tasks assigned to the General Meeting by law or by these Articles of Association.
- 3.2.11 In matters that fall within the remit of the Executive Board or the Advisory Board, the General Assembly may make recommendations to these bodies. For their part, the Executive Board and Advisory Board may seek the opinion of the General Assembly on matters within their area of responsibility.
- 3.2.12 A member may participate in the General Assembly

- a. by being present at the place of the meeting or
- b. without being present at the meeting venue by exercising their membership rights in this regard by means of electronic communication, in particular by means of a video link.

Instead of attending the General Assembly, a member may submit their vote in text form to the Executive Board before the General Assembly Meeting is held, who will include the vote in the voting process for the corresponding vote.

The invitation shall refer to the option under Section 3.2.12 sentence 1 lit b. - if the Executive Board provides such an option - as well as the option in sentence 2.

3.2.13 Outside the General Meeting, the members may also pass resolutions by way of circulation in accordance with para.

1.5. A member resolution is equivalent to a resolution of the general meeting. Sections 3.2.1 sentences 2 and 3, 3.2.3 sentence 4, 3.2.7 and 3.2.9 apply accordingly.

3.3 Executive Board

3.3.1 The Executive Board consists of at least six persons, including: the first chairperson, the second chairperson, the treasurer, the secretary and two further members, as well as up to four additional persons. The Executive Board elects the individual Executive Board positions from among its members. The Executive Board is elected by the General Assembly for a period of two years, calculated from the day of the election, subject to the right of veto in accordance with section 3.3.3. The election of each member of the Executive Board requires a nomination by a member of the Association. The proposal must be made in writing. The Executive Board remains in office until a new Executive Board is appointed in accordance with the Articles of Association. If a member of the Executive Board resigns during the term of office, the Advisory Board shall co-opt a replacement member for the remaining term of office of the resigning member.

3.3.2 At the request of a member of the Executive Board, a full member or an incubator, the Executive Board must decide on the dismissal of a member of the Executive Board. The resolution requires a simple majority of the votes cast by the other members of the Executive Board; the Executive Board member concerned does not have a vote. By way of derogation from section 3.3.1 sentence 7, the member who proposed the deselected Management Board member may propose a replacement member to the Advisory Board for co-optation for the remainder of the term of office following such deselection.

3.3.3 The election or co-optation of any member of the Executive Board requires the unanimous consent of all incubators (right of veto). If a Board member elected by the General Meeting is rejected by an incubator, the General Assembly must elect another proposed candidate. The elected other candidate can also be rejected by only one incubator. Any right of veto must be declared in the minutes of the General Assembly. This applies accordingly to co-optation by the Advisory Board in accordance with sections 3.3.1 and 3.3.2.

3.3.4 The Executive Board manages the business of the association; it is responsible for all matters of the association, unless they are assigned to another body of the association by the Articles of Association or mandatory legal regulations. In particular, the Executive Board has the following tasks:

- a.) Preparing, convening and chairing general meetings, including drawing up the agenda or, if necessary, organizing member resolutions by way of circulation;
- b.) Implementing the resolutions of the members and the General Meeting;
- c.) Proposing the budget for each financial year; bookkeeping; preparing the annual report;
- d.) Proposal of association regulations such as, in particular, contribution regulations and rules of procedure as well as the IP regulations;
- e.) Conclusion and termination of employment contracts for employees of the head office
- f.) determining the composition and tasks of the committees and working

- groups, in each case in consultation with the Advisory Board
- g.) Performing tasks assigned to it by the Advisory Board or the General Assembly;
- h.) Implementing all measures that serve the purposes of the association.

The Executive Board is obliged to obtain the opinion of the Advisory Board in advance on all important matters.

- 3.3.5 The association is represented in and out of court by at least two members of the Executive Board (joint representation). The approval of the Advisory Board is required for the following legal transactions:

- a.) Legal transactions with a (gross) transaction value of more than EUR 100,000
- b.) Entering into obligations with a term of more than four years

The Executive Board generally passes its resolutions in Board meetings, which are convened by the first Chairman or, if he is unable to do so, by the second Chairman in writing, by fax or by e-mail. In all cases, a notice period of two weeks must be observed and a provisional agenda must be provided. Each member of the Executive Board may be represented at a meeting of the Executive Board by a person authorized in writing, provided that the representative has no conflicts of interest arising from his or her other activities. The Executive Board constitutes a quorum if all members are present or duly represented or are connected to the other participating members via video conferencing software. If the Executive Board does not have a quorum, a second meeting with the same agenda shall be convened with at least 4 weeks' notice, which shall then have a quorum regardless of the number of Board members present or connected to the other participating members via video conferencing software. This must be clearly indicated in the invitation.

The meeting of the Executive Board is chaired by the first chairperson or, if he/she is unable to attend, by the second chairperson. Resolutions are passed by a majority of the valid votes cast; each member of the Management Board has one vote. The resolutions of the Executive Board must be recorded in the minutes for verification purposes and signed by all members of the Executive Board present.

The minutes should include the time and place of the Board meeting, the names of the participants, the content of the resolutions passed and the result of the vote. A resolution of the Executive Board may be passed by way of circulation in accordance with section 1.5.

- 3.3.6 The office of a member of the Executive Board ends
- a.) by dissolution or liquidation of the legal entity;
 - b.) by expiry of the term of office;
 - c.) by resignation from office by written notification to a member of the Executive Board;
 - d.) by resolution of the General Assembly in the event of a culpable breach of material duties incumbent on the Executive Board under the law and these Articles of Association; the resolution requires a $\frac{3}{4}$ majority of the members present or represented
 - e.) by resignation of the member who proposed the member of the Executive Board in accordance with section 3.3.1 and
 - f.) by deselection in accordance with section 3.3.2.

3.4 Advisory Board

- 3.4.1 The Advisory Board consists of five members. Each incubator has the right to delegate and dismiss one member of the Advisory Board; if there are more than five incubators, the number of Advisory Board members increases accordingly. Only persons for whom conflicts of interest arising from the other activities of the person appointed to the Advisory Board are excluded at all times may be appointed to the Advisory Board. If an incubator objects to a delegated person, the delegating incubator shall remedy the conflict of interest within three months or delegate another person. If an incubator leaves the Association as a member or loses its status as an incubator, the member delegated by this incubator shall also automatically leave the Advisory Board. In this case, the remaining members of the Advisory Board shall elect a new member of the Advisory Board; sentence 4 shall apply accordingly. The term of office of the elected member is determined with the election. The members of the advisory board elect a chairperson and a deputy chairperson from among their number.

- 3.4.2 The Advisory Board is responsible for the following measures and legal transactions:

- a.) Approval of the budget;
- b.) Advising the Executive Board on the establishment and dismissal of committees and working groups and deciding on their staffing and tasks;
- c.) Approval of legal transactions within the meaning of section 3.3.5 sentence 2;
- d.) Performing reporting and information duties vis-à-vis the Executive Board and the General Assembly;
- e.) Approval of the appointment of a managing director;
- f.) Appointment of the auditor
- g.) For all other measures and legal transactions assigned to it in these Articles of Association.

3.4.3 The Advisory Board shall determine the number of its ordinary meetings in corresponding regulations. Otherwise, it is convened at the request of the Executive Board or a member of the Advisory Board. The meetings are convened by the Chairman or, if he is unable to do so, by another member of the Advisory Board with at least two weeks' notice in writing, by fax or by e-mail, stating the agenda. Each member of the Advisory Board may be represented at the Advisory Board meeting by a proxy authorized in writing, provided that conflicts of interest from the representative's other activities are excluded. The Advisory Board has a quorum if all members are present or duly represented or are connected to the other participating Advisory Board members via video conferencing software. If the Advisory Board does not have a quorum, a second meeting with the same agenda shall be convened with at least 4 weeks' notice, which shall then have a quorum regardless of the number of Advisory Board members present. This must be clearly indicated in the invitation.

The meetings of the Advisory Board are chaired by the Chairman or, if he is unable to attend, by the Deputy Chairman. Resolutions are passed by a majority of the valid votes cast; each Advisory Board member has one vote. The resolutions of the Advisory Board must be recorded in minutes for verification purposes and signed by all Advisory Board members present. The minutes should include the time and place of the Advisory Board meeting, the names of the participants, the content of the resolutions passed and the result of the vote. An Advisory Board resolution can be passed in writing, provided that all Advisory Board members have agreed to the written resolution procedure.

The Advisory Board may also adopt resolutions by circulation in accordance with section 1.5.

3.5 Committees and working groups

- 3.5.1 Committees and working groups advise and support the Executive Board and Advisory Board in the tasks assigned to them. The composition and tasks of association committees and working groups are determined by the Executive Board in accordance with the requirements of the General Assembly.
- 3.5.2 Committees and working groups are formed by the Executive Board in consultation with the Advisory Board for the organization and coordination of certain defined topics. Both standing committees and project-related working groups can be formed.
- 3.5.3 The full members of committees and working groups appoint a chairperson from among their number. The provisions of these Articles of Association concerning the Executive Board apply accordingly to committee resolutions, unless otherwise stipulated in special voting or procedural rules.
- 3.5.4 Committees and working groups may also adopt resolutions in accordance with section 1.5.

3.6 Managing Director

With the prior consent of the Advisory Board, the Executive Board may appoint a Managing Director for the organization and management of the Association's work. The members of the Executive Board are authorized to issue instructions to the managing director. The managing director may receive appropriate remuneration. The personnel and material resources require the prior approval of the Advisory Board.

3.7 Audit

The Advisory Board appoints a person elected by the General Meeting, who is not a member of the Association, as auditor. The accounts shall be audited for each completed financial year.

4 Section: FINAL PROVISIONS

4.1 Amendments to the Articles of Association, dissolution of the association and right of succession

- 4.1.1 The General Assembly decides on amendments to the Articles of Association, changes to the purposes of the Association and the dissolution of the Association. Proposals for amendments to the articles of association or dissolution of the association must be submitted to the members at least six weeks before the relevant general meeting. A majority of three quarters of the voting members present or represented and the approval of the Advisory Board is required to pass resolutions on amendments to the Articles of Association and the dissolution of the Association. Abstentions are counted as votes not cast.
- 4.1.2 The dissolution of the association can only be decided in a general meeting convened specifically for this purpose. The vote on dissolution shall be taken in writing and by secret ballot. Unless the General Meeting decides otherwise, the first Chairman and the second Chairman of the Board of Directors are jointly authorized liquidators. These provisions shall apply accordingly if the association is dissolved for any other reason or otherwise loses its legal capacity.
- 4.1.3 If the Association is dissolved, the assets of the Association, after repayment of unused budget contributions to the budget-contributing members, shall be transferred to the Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V., which shall use them exclusively and directly for research and development in the field of radio communication.

4.2 Regulations

In order to implement the statutes and to better regulate the affairs of the association, the association may adopt regulations such as election and voting regulations, contribution regulations, rules of procedure or committee/working group regulations. These regulations are not part of the articles of association.

4.3 Necessary amendments to the articles of association

By way of derogation from section 4.1.1. and in addition to section 4.1.3, the Board of Directors is authorized to make such amendments to the articles of association as are required by the registry court for the registration of the association. The members must be informed immediately afterwards of any such changes decided by the Board of Directors.

4.4 Severability clause

Should one or more provisions of these Articles of Association and their regulations or regulations belonging to the association be invalid, this shall not affect the validity of the remainder of the Articles of Association and/or the regulations. The invalid provision shall be replaced by a valid provision that comes as close as possible to the intention of the members.

4.5 Applicable law and place of jurisdiction

By joining the association, members recognize the application of the law of the Federal Republic

of Germany for all disputes in connection with these articles of association, associated regulations and the association. All disputes referred to above shall be finally settled in accordance with the Rules of Arbitration of the International Chamber of Commerce by one or more arbitrators appointed in accordance with the said Rules. The place of arbitration shall be Nuremberg, Germany.