

UVZ No. 1 2026

of 22 April 2026

Mutares SE & Co. KGaA, exercise of authorised capital (lp)


Certificate pursuant to section 181(1), second sentence, of the German Stock Corporation Act (AktG)

Pursuant to Section 181(1), second sentence, of the German Stock Corporation Act (AktG), I hereby certify that the text set out below constitutes the articles of association of the company named

**Mutares SE & Co. KGaA,
with its registered office in
Munich**

as it stands following the resolution to amend the Articles of Association in accordance with the Supervisory Board resolution of 22 April 2026, and that the amended provisions correspond to the resolution on the amendment of the Articles of Association and the unamended provisions correspond to the most recent complete text of the Articles of Association filed with the Commercial Register.

Munich, 22 April 2026


Dr Simon Weiler
Notary

ARTICLES OF ASSOCIATION
of
Mutares SE & Co. KGaA

A.
GENERAL PROVISIONS

§ 1
Company Name, Registered Office and Financial Year

- (1) The company is a limited partnership with a share capital structure and operates under the name

Mutares SE & Co. KGaA

- (2) The company has its registered office in Munich.
- (3) The financial year corresponds to the calendar year.

§ 2
Object of the Company

- (1) The object of the company is
- (a) the acquisition, holding, management, disposal and realisation of real estate and shareholdings of any kind in companies;
 - (b) the provision of non-licensed consultancy services to affiliated and other companies (excluding legal and tax advice);
 - (c) the management of its own assets;
 - (d) the provision of other services not requiring a licence in connection with the aforementioned activities.
- (2) The company is authorised to carry out all transactions and measures that are connected with the company's objects or that benefit or directly or indirectly promote them.

- (3) To this end, the Company is also entitled to establish, acquire or acquire a stake in other companies, in particular those whose business activities relate wholly or partly to the areas specified in § 2(1), both in Germany and abroad, as well as to manage such companies or to limit itself to the administration of its stake in them. The Company is also entitled to establish, maintain and close branches, business premises, agencies and representative offices in Germany and abroad. The Company may enter into business contracts of any kind and may have its operations, including its shareholdings, managed in whole or in part by companies in which it holds a majority stake, or may transfer or spin off such operations to such companies. The Company may also limit its activities to a part of the activities specified in § 2(1).

§ 3

Notices and Communication of Information

- (1) The Company's announcements shall be published in the Federal Gazette. Where another form of announcement is required by law, that form of announcement shall take the place of the Federal Gazette.
- (2) Information to the Company's shareholders may, to the extent permitted by law, also be transmitted by means of remote data transmission.

B.

SHARE CAPITAL AND SHARES

§ 4

Share Capital

- (1) The share capital of the Company amounts to EUR 25,617,907.00 (in words: twenty-five million six hundred and seventeen thousand nine hundred and seven euros).
- (2) The share capital of the company is divided into 25,617,907 no-par value shares.

- (3) The share capital of EUR 15,496,292.00 (in words: fifteen million four hundred and ninety-six thousand two hundred and ninety-two euros) existing at the time of the company's conversion into a limited partnership with a share capital (Kommanditgesellschaft auf Aktien) was contributed through the change of legal form of the legal entity previously operating under the name mutares AG, with its registered office in Munich.
- (4) The general partner is authorised, with the approval of the Supervisory Board, to increase the company's share capital in the period up to 3 June 2029 on a one-off basis or on multiple occasions by totalling up to to EUR 4,153,851.00 (in words: four million one hundred and fifty-three thousand eight hundred and fifty-one euros) by issuing up to 4,153,851 new registered no-par value shares in return for cash and/or non-cash contributions (**“Authorised Capital 2024/I”**).

Shareholders are, in principle, to be granted subscription rights. Pursuant to Section 186(5) of the German Stock Corporation Act (AktG), the shares may also be acquired by one or more credit institutions, securities institutions or, in accordance with Section 53(1), first sentence, or Section 53b(1) sentence 1 or (7) of the German Banking Act, subject to an obligation to offer them to the Company's shareholders for subscription (so-called indirect subscription right).

However, the general partner is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases within the scope of Authorised Capital 2024/1,

- (i) in order to exclude fractional amounts from the subscription rights;
- (ii) for the issue of shares in return for cash contributions, provided that the issue price of the new shares does not fall significantly below the market price of the Company's already listed shares within the meaning of Sections 203(1) and (2) and 186(3), fourth sentence, of the German Stock Corporation Act (AktG), and provided that the proportionate amount of the share capital attributable to the new shares issued pursuant to Section 186(3), fourth sentence, of the AktG, excluding subscription rights, 3 sentence 4 AktG does not exceed a total of 20% of the company's share capital, neither at the time the Authorised Capital 2024/1 takes effect nor — if this amount is lower — at the time of its exercise. The proportionate amount of the share capital attributable to shares (a) which during

during the term of Authorised Capital 2024/1, pursuant to an authorisation to sell own shares in accordance with section 71(1)(8), fifth sentence, second clause, of the German Stock Corporation Act (AktG) in conjunction with section 186(3), fourth sentence, of the German Stock Corporation Act (AktG), with the exclusion of shareholders' subscription rights; (b) which are or are to be issued to service bonds with conversion or option rights or conversion or option obligations, provided that such bonds are issued during the term of Authorised Capital 2024/I, to the exclusion of shareholders' subscription rights, in accordance with Section 186(3), fourth sentence, of the German Stock Corporation Act (AktG); (c) which are issued during the term of Authorised Capital 2024/I from other authorised capital pursuant to

Section 203(2), first sentence, of the German Stock Corporation Act (AktG) in conjunction with Section 186(3), fourth sentence, of the German Stock Corporation Act (AktG) or on the basis of other capital measures in accordance with Section 186(3), fourth sentence, of the German Stock Corporation Act (AktG);

- (iii) for the issue of shares in return for contributions in kind, in particular — but without limitation thereto — in the context of business combinations or for the purpose of the (including indirect) acquisition of undertakings, businesses, parts of undertakings, interests in companies or other assets, including claims against the Company or its group companies, or to service bonds issued in return for contributions in kind;
- (iv) to the extent necessary to provide holders or creditors of convertible bonds, warrants, profit participation rights and/or profit-sharing bonds (or combinations of these instruments) (hereinafter collectively **referred to as 'bonds'**), which are vested with conversion or option rights or conversion or option obligations and which have been or will be issued by the Company or a direct or indirect subsidiary, a subscription right to new registered of the Company to the extent to which they would be entitled as shareholders following the exercise of the option or conversion rights or following the fulfilment of conversion or option obligations, or, insofar as the Company exercises an option in respect of such debentures, to grant, in whole or in part, shares in the Company in lieu of payment of the amount due;

- (v) in order to grant new shares in exchange for cash and/or non-cash contributions, including claims against the Company, to members of the Management Board of the Company's general partner, members of the executive body of an undertaking affiliated with the Company within the meaning of section 15 of the German Stock Corporation Act (AktG), or employees of the Company and its affiliated undertakings within the meaning of section 15 AktG, as part of share ownership or other share-based schemes. The new shares may also be issued through the intermediary of a credit institution, a securities institution or an undertaking operating in accordance with section 53(1), first sentence, or section 53b(1), first sentence, or (7) of the German Banking Act (Kreditwesengesetz). To the extent permitted by law, the new shares may also be issued in such a way that the contribution to be made in respect of them is covered by that part of the net profit for the year which the Management Board and Supervisory Board could allocate to other revenue reserves pursuant to Section 58(2) of the German Stock Corporation Act (AktG). Insofar as shares are to be granted to members of the Management Board of the Company's personally liable shareholder, the decision thereon shall be taken by the Company's Shareholders' Committee;
- (vi) to implement a scrip dividend, under which shares in the Company (including in part and/or on an optional basis) are issued in exchange for the contribution of shareholders' dividend entitlements (scrip dividend).

Under this authorisation, shares may only be issued under the 2024/1 Authorised Capital scheme to the exclusion of shareholders' subscription rights if the total number of new shares, together with shares issued or transferred by the Company during the term of the 2024/1 Authorised Capital scheme under another authorisation to the exclusion of shareholders' subscription or transferred, or are to be issued pursuant to a convertible bond and/or warrant issued during the term of Authorised Capital 2024/1 on the basis of the exercise of another authorisation excluding shareholders' subscription rights, constitutes, on a pro rata basis, a share of the Company's share capital- totalling no more than 20% of the Company's share capital, both at the time this authorisation takes effect and – if this amount is lower – at the time this authorisation is exercised.

The general partner is also authorised, with the approval of the Supervisory Board, to determine the further terms and conditions of the share rights and the conditions for the issue of shares. This also includes determining the entitlement to dividends for the new shares, which, by way of derogation from section 60(2) of the German Stock Corporation Act (AktG), may also be determined for a financial year that has already ended. The Supervisory Board is authorised to amend the Articles of Association accordingly following the utilisation of Authorised Capital 2024/I or the expiry of the period for the utilisation of Authorised Capital 2024/1.

- (5) [left blank]
- (6) The share capital of the Company is conditionally increased by up to EUR 2,105,875.00 (in words: two million one hundred and five thousand eight hundred and seventy-five euros) through the issue of up to 2,105,875 new registered no-par value shares (“**Conditional Capital 2024/1**”).

Conditional Capital 2024/1 serves to grant registered shares upon the exercise of conversion or option rights, upon the fulfilment of conversion or option obligations, or upon the exercise of an option by the Company to grant, in whole or in part, shares of the Company to the holders or creditors of convertible bonds, warrant bonds, profit participation rights and/or profit-sharing bonds (or combinations of these instruments) (hereinafter collectively “bonds”), which were issued pursuant to the authorisation resolution of the Annual General Meeting of 4 June 2024 under agenda item 11.

The new shares will be issued at the conversion or option price to be determined in accordance with the authorisation resolution of the Annual General Meeting of 4 June 2024 under agenda item 11. The conditional capital increase shall be carried out only to the extent that the holders or creditors of bonds issued by the Company or by a company dependent on the Company or in which the Company holds a direct or indirect majority stake, pursuant to the authorisation resolution of the Annual General Meeting of 4 June 2024 under agenda item 11, exercise their conversion or option rights or fulfil conversion or option obligations arising from such debentures by 3 June 2029, or insofar as the Company grants shares of the

and insofar as the conversion or option rights or conversion or option obligations are not satisfied by treasury shares, by shares from authorised capital or by other benefits.

The new shares shall participate in profits from the start of the financial year in which they arise and for all subsequent financial years.

The general partner is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

The Supervisory Board is authorised to amend the Articles of Association in accordance with the respective utilisation of the Conditional Capital 2024/1. The same applies in the event that the authorisation to issue bonds is not utilised after the expiry of the authorisation period, and in the event that the Conditional Capital 2024/1 is not utilised or not fully utilised after the expiry of all option and conversion periods.

- (7) The Company's share capital is conditionally increased by up to EUR 245,176.00 (in words: two hundred and forty-five thousand one hundred and seventy-six euros) through the issue of up to 245,176 registered no-par value shares (**'Conditional Capital 2019/11'**).

Conditional Capital 2019/11 is intended exclusively for the issue of shares in the Company to satisfy subscription rights to shares in the Company which have been or will be granted to members of the Company's Management Board and employees of the Company, as well as to members of the management boards and employees of companies affiliated with the Company within the meaning of Sections 15 et seq. of the German Stock Corporation Act (AktG) in the form of share options in accordance with the authorisation resolution of the Annual General Meeting of 23 May 2019. The conditional capital increase shall only be implemented to the extent that, in accordance with the authorisation resolution of the Annual General Meeting of 23 May 2019, share options have been or will be granted, the holders of the share options exercise their exercise rights, and the Company does not grant its own shares to service the share options, whereby for the grant and settlement of share options- share options have been or will be granted, the holders of the share options exercise their right of exercise, and the Company does not grant any of its own shares to service the share options, whereby the Shareholders' Committee shall have exclusive responsibility for the grant and settlement of share options to the members of the Management Board of the Company's general partner. The new registered no-par value shares shall participate in the profits from the start of the financial year in which they are issued

. The Supervisory Board is authorised to amend the Articles of Association in accordance with the respective utilisation of the conditional capital 2019/11 and after the expiry of all exercise periods.

- (8) The Company's share capital is increased by up to EUR 387,000.00 (in words: three hundred and eighty-seven thousand euros) through the issue of up to 387,000 registered no-par value shares have been conditionally increased (**"Conditional Capital 2021/I"**). Conditional Capital 2021/1 is intended exclusively for the issue of shares in the Company to satisfy subscription rights to shares in the Company which have been or will be granted to members of the Company's Management Board and employees of the Company, as well as to members of the management boards and employees of companies affiliated with the Company within the meaning of Sections 15 et seq. of the German Stock Corporation Act (AktG) in the form of share options in accordance with the authorisation resolution of the Annual General Meeting of 20 May 2021. The conditional capital increase shall only be implemented to the extent that, in accordance with the authorisation resolution of the Annual General Meeting of 20 May 2021, share options have been or are granted, the holders of the share options exercise their right of exercise, and the Company does not grant any of its own shares to service the share options, whereby the Company's Shareholders' Committee is exclusively responsible for the grant and settlement of share options to the members of the Management Board of the Company's general partner. The new registered no-par value shares shall participate in profits from the start of the financial year in which they are issued. The Supervisory Board is authorised to amend the Articles of Association in accordance with the respective utilisation of the 2021/1 Contingent Capital and after the expiry of all exercise periods.

§ 5
Shares

- (1) The Company's shares are registered shares.
- (2) The Company's shareholders must provide the Company with the information required by law for entry in the register of shareholders.
- (3) Shareholders have no right to have their shares certified, insofar as this is permitted by law and certification is not required under the rules of a stock exchange on which the shares are admitted to trading. The Company is entitled to issue share certificates representing individual shares (individual shares) or multiple shares (block shares). Shareholders shall have no right to the issue of profit-sharing and renewal certificates.
- (4) The form and content of share certificates, and any profit-sharing and renewal certificates, shall be determined by the general partner. The same applies to debentures and interest coupons.

C.
CONSTITUTION OF THE COMPANY

General Partner

§ 6

General Partner, Special Contribution, Legal Relationships, Withdrawal

- (1) The general partner of the company is

Mutares Management SE

with its registered office in Munich.

- (2) The general partner has not made any special contribution and is neither entitled nor obliged to do so. She has no share in the profits and losses or in the assets (including hidden reserves) of the company. In the event of her withdrawal from the company, she is not entitled to any settlement balance. Nor does she have a share in the proceeds of liquidation.
- (3) The general partner shall withdraw from the company if no more than (at least) 50% plus one share in the general partner is held, directly or indirectly, by one or more legal or natural persons who, together with more than 15% of the share capital, hold a direct or indirect interest in the company in accordance with Section 17(1) of the German Stock Corporation Act (AktG); this shall not apply if all shares in the general partner are held, directly or indirectly, by the company. Statutory grounds for withdrawal remain unaffected.
- (4) If the general partner withdraws from the company or if such withdrawal is foreseeable, the partners' committee shall be entitled and obliged to admit, without delay or at the time of the general partner's withdrawal, a corporation whose shares are wholly held by the company as the new general partner. If the general partner withdraws from the partnership without

If such a new general partner has not been admitted at the same time, the company shall be continued on a transitional basis by the limited shareholders alone. In this case, the Shareholders' Committee must immediately apply to the court for the appointment of a temporary representative to represent the company until a new general partner is admitted in accordance with sentence 1 of this paragraph, in particular in connection with the acquisition or formation of such a general partner. The Supervisory Board is authorised to amend the Articles of Association in line with the change of general partner.

§ 7

Management and representation of the company, Reimbursement of expenses and remuneration

- (1) The Company is legally represented solely by the general partner. Excluded from this are legal relationships between the Company on the one hand and the general partner and/or its board members on the other, as well as the exercise of rights arising from or in connection with the shares held by the Company in the general partner. In this respect, the Shareholders' Committee alone represents the Company.
- (2) The Shareholders' Committee may exempt the general partner and individual, several or all members of the general partner's management board, either generally or in specific cases, from the prohibition on multiple representation pursuant to Section 181(2) of the German Civil Code (BGB); Section 112 of the German Stock Corporation Act (AktG) remains unaffected.
- (3) Authorised signatories of the Company may only be appointed in such a way that they are authorised to represent the Company jointly with the general partner or another authorised signatory.
- (4) The management of the Company's affairs is the responsibility of the general partner. Excluded from this are legal relationships between the Company on the one hand and the general partner and/or its board members on the other, as well as the exercise of rights arising from or in connection with the shares held by the Company in the general partner. In this respect, the shareholders' committee alone manages the Company's affairs.

- (5) The management powers of the general partner and the partners' committee also extend to extraordinary management measures. The right to approve or object to management measures within the meaning of section 111b(1) of the German Stock Corporation Act (AktG) is delegated to the partners' committee. Furthermore, the right of shareholders to approve or object to extraordinary management measures at the Annual General Meeting is excluded.
- (6) The general partner shall be reimbursed for all expenses incurred in connection with the management of the company's affairs, including the remuneration of its executive officers. The general partner shall, as a rule, settle its expenses on a monthly basis; it may demand an advance.
- (7) The general partner receives, in return for assuming the management of the company and liability on its behalf, an annual remuneration of 4% of its share capital, plus any value added tax due, irrespective of profit or loss.
- (8) In relation to the limited shareholders, all remuneration and payments to the general partner shall be treated as expenses of the company, notwithstanding any deviating tax regulations.
- (9) The general partner and its executive officers shall be covered by financial loss liability insurance maintained by the company in the company's interest at an appropriate level, insofar as such insurance exists. The premiums for this shall be paid by the company.

Supervisory Board

§ 8

Composition, Elections, Term of Office

- (1) The Supervisory Board shall consist of four members, who shall be elected by the Annual General Meeting.
- (2) Subject to any other determination of the term of office by the Annual General Meeting, the members of the Supervisory Board shall be appointed for the period until the conclusion of the Annual General Meeting which resolves on the discharge for the

fourth financial year following the start of the term of office. The financial year in which the term of office begins is not included in this calculation. Members of the Supervisory Board may be re-appointed once or more than once.

- (3) A by-election for a member of the Supervisory Board who has resigned before the end of their term of office shall be held for the remainder of that member's term, unless the Annual General Meeting determines otherwise regarding the successor's term of office. The same applies if a by-election becomes necessary due to a challenge to the election.
- (4) The Annual General Meeting may simultaneously appoint substitute members for the members of the Supervisory Board elected by it, who shall become members of the Supervisory Board in an order to be determined at the time of appointment if members of the Supervisory Board, for whom they were appointed as substitutes, resign from the Supervisory Board before the end of their term of office without a successor being elected. If a substitute member takes the place of the departing member, their term of office shall expire at the conclusion of the Annual General Meeting at which a by-election takes place in accordance with § 8(3) above, but no later than the expiry of the term of office of the departing member of the Supervisory Board. If the office of the substitute member who has taken the place of the departing member expires as a result of the by-election, such by-election shall require a majority of three-quarters of the votes cast. If the substitute member who has departed as a result of a by-election had been appointed for several members of the Supervisory Board, their position as a substitute member shall be reinstated.
- (5) Any member of the Supervisory Board and any alternate member may resign from office, even without good cause, by giving written notice to the Chairman of the Supervisory Board or, in the event of the Chairman's resignation, to his deputy, subject to a notice period of two weeks. The Chairman of the Supervisory Board or, in the event of the Chairman's resignation, his deputy may shorten the notice period or waive the requirement to observe it.
- (6) Members of the Management Board of the general partner may not be members of the Company's Supervisory Board; membership of the Supervisory Board of the general partner and membership of the Shareholders' Committee of the Company are compatible with a

membership of the company's Supervisory Board, provided that no mandatory statutory provisions preclude this.

§ 9

Chairman and Deputy Chairman

- (1) The Supervisory Board shall elect a Chairman and a Deputy Chairman from among its members. The election shall take place following the Annual General Meeting at which the members of the Supervisory Board have been newly elected; no special invitation is required for this meeting. Upon the election of the Chairman of the Supervisory Board, the oldest member of the Supervisory Board in terms of age shall assume the chairmanship.
- (2) The term of office of the Chairman and his Deputy shall correspond to their term of office as members of the Supervisory Board, unless a shorter term is specified at the time of election.
- (3) If the Chairman or his Deputy steps down from office prematurely, the Supervisory Board must immediately hold a new election in each case.
- (4) In all cases where the Deputy Chair acts on behalf of the Chair in the Chair's absence, the Deputy Chair shall have the same rights as the Chair, with the exception of the second vote (casting vote) to which the Chair is entitled under Section 11(7) of these Articles of Association.
- (5) Declarations of intent on behalf of the Supervisory Board shall be made by the Chairman and, if the Chairman is unable to do so, by his Deputy. The Chairman and, if he is unable to do so, his Deputy are authorised to accept declarations on behalf of the Supervisory Board.

§ 10

Rights and duties of the Supervisory Board

- (1) The Supervisory Board shall have all the duties and rights assigned to it by law or the Articles of Association. If and for as long as the Company's Shareholders' Committee is not fully constituted in accordance with § 14(1) of these Articles of Association, the Supervisory Board shall also temporarily assume the duties and powers of the Company's Shareholders' Committee.

- (2) The Supervisory Board is responsible for supervising the management of the general partner. The Supervisory Board may inspect and examine the books and records as well as the assets of the company.
- (3) Notwithstanding section 287(1) of the German Stock Corporation Act (AktG), the Shareholders' Committee shall implement the resolutions of the limited shareholders and represent the limited shareholders vis-à-vis the general partner. Notwithstanding Section 284(1) of the German Stock Corporation Act (AktG), the Shareholders' Committee shall decide on the release of the general partner and its executive officers from the non-competition clause.
- (4) The Supervisory Board is authorised, without a resolution of the Annual General Meeting, to resolve on amendments to the Articles of Association that relate solely to their wording.

§ 11

Meetings and Resolutions of the Supervisory Board

- (1) Meetings of the Supervisory Board shall be convened by the Chairman, subject to a notice period of at least ten days. In calculating the notice period, the day on which the invitation is sent and the day of the meeting shall not be included. The meeting may be convened in writing, by fax, by email or by any other customary means of communication. In urgent cases, the Chairman may shorten this notice period appropriately and may also convene the meeting verbally or by telephone. In all other respects, the statutory provisions and the rules of procedure for the Supervisory Board shall apply to the convening of the Supervisory Board.
- (2) The meetings of the Supervisory Board are chaired by the Chairman.
- (3) Resolutions of the Supervisory Board are generally passed at meetings. At the direction of the Chairman or with the consent of all members of the Supervisory Board, meetings may also be held by means of a telephone conference or other electronic means of communication (in particular video conferencing), and individual members of the Supervisory Board may join the meeting by telephone or via electronic means of communication (in particular video conferencing); in such cases, resolutions may be passed by means of a telephone conference or other electronic means of communication (in particular video conferencing). Members of the Supervisory Board connected by telephone or via electronic means of communication (in particular video conferencing)

Members of the Supervisory Board who are connected via these means are deemed to be present. Members of the Supervisory Board who are absent or who do not participate or join the meeting by telephone or via electronic means of communication (in particular video conferencing) may also participate in the resolution-making of the Supervisory Board by having another member of the Supervisory Board submit their written votes on their behalf. Furthermore, they may also cast their votes prior to the meeting, during the meeting or subsequently within a reasonable period to be determined by the Chairman of the Supervisory Board, either in person, by telephone, by fax, by email or by other commonly used means of communication. There is no right to object to the form of resolution ordered by the Chairman.

- (4) A resolution on items on the agenda that were not included in the invitation and were not notified by the third day prior to the meeting is only permissible if no member of the Supervisory Board objects. In such a case, absent members must be given the opportunity, within a reasonable period to be determined by the Chairman of the Supervisory Board, to object to the resolution or to cast their vote in writing, in person, by telephone, by fax, by email or by other common means of communication. The resolution shall only take effect if no absent member of the Supervisory Board has objected within the specified period.
- (5) Resolutions may also be passed outside of meetings (within the meaning of § 11(3)) may be conducted in writing, by fax, by email or by other comparable means of communication, or by a combination of the aforementioned methods, if the Chair of the Supervisory Board so directs, subject to a reasonable notice period, or if all members of the Supervisory Board participate in the decision-making process. Members who abstain from voting in the resolution-making process are deemed to be participating in the resolution-making process in this sense. There is no right to object to the form of resolution-making ordered by the Chairman.
- (6) The Supervisory Board shall constitute a quorum if at least half of the members of which it is to consist take part in the resolution. In any event, three members must take part in the resolution. Members of the Supervisory Board who are absent or who do not participate or join via telephone or electronic means of communication (in particular video conferencing)

of the Supervisory Board who cast their votes in accordance with Section 11(3) or (5), as well as members who abstain from voting, are deemed to be participating in the resolution in this sense.

- (7) Resolutions of the Supervisory Board require a majority of the votes cast, unless the law or the Articles of Association expressly provide otherwise. Abstentions shall not be regarded as votes cast in this sense. If a vote results in a tie, the Chairman's vote shall be the deciding vote. This shall also apply in the event of the Chairman's absence, including in the case of a written vote. If the Chairman is absent and no one submits a written vote on his behalf, this right shall not be vested in his deputy.
- (8) Minutes shall be drawn up of the resolutions and meetings (within the meaning of Section 11(3)) of the Supervisory Board; these shall be signed by the chair of the relevant meeting or, in the case of resolutions adopted outside of meetings (within the meaning of Section 11(3)), by the Chairman of the Supervisory Board or, if he is unable to do so, by his deputy. Further details are set out in the Supervisory Board's rules of procedure.
- (9) Unless the matter concerns exclusively internal organisational issues of the Supervisory Board, every member of the Management Board of the general partner shall, in principle, have the right to attend meetings of the Supervisory Board, provided that the Supervisory Board does not, in individual cases, adopt a resolution to the contrary.

§ 12

Rules of Procedure

The Supervisory Board shall adopt rules of procedure in accordance with the statutory provisions and the provisions of these Articles of Association.

§ 13

Remuneration of the members of the Supervisory Board

- (1) Members of the Supervisory Board shall be reimbursed for necessary expenses incurred in the performance of their duties, including any applicable value added tax.

- (2) The Annual General Meeting decides on the amount of any remuneration. The Annual General Meeting may also set the remuneration of the Supervisory Board for the entire term of office.
- (3) The members of the Supervisory Board are covered by financial loss liability insurance for board members, maintained by the Company in the Company's interest at an appropriate level, insofar as such insurance exists. The premiums for this are paid by the Company.

Shareholders' Committee

§ 14

Composition, Elections, Term of Office

- (1) The Shareholders' Committee shall consist of four members, who shall be elected by the Annual General Meeting.
- (2) Subject to any other determination of the term of office by the Annual General Meeting, the members of the Shareholders' Committee are appointed until the conclusion of the Annual General Meeting which decides on the discharge of liability for the fourth financial year following the commencement of their term of office. The financial year in which the term of office begins is not included in this calculation. Members of the Shareholders' Committee may be re-appointed once or more than once.
- (3) A by-election for a member of the Shareholders' Committee who has resigned before the end of their term of office shall be held for the remainder of the term of office of the resigning member of the Shareholders' Committee, unless the Annual General Meeting determines the term of office of the successor differently. The same applies if a by-election becomes necessary due to a challenge to the election.

- (4) The Annual General Meeting may, at the same time, appoint substitute members for the members of the Shareholders' Committee who, in accordance with an order to be determined at the time of appointment, shall become members of the Shareholders' Committee if members of the Shareholders' Committee, for whom they were appointed as substitutes, leave the Shareholders' Committee before the end of their term of office without a successor being elected. If a substitute member takes the place of the departing member, their term of office shall expire at the conclusion of the General Meeting at which a by-election takes place in accordance with the above § 14(3), but no later than the expiry of the term of office of the departing member of the Shareholders' Committee. If the office of the substitute member who has taken the place of the departing member expires as a result of the by-election, such by-election shall require a majority of three-quarters of the votes cast. If the substitute member who has departed as a result of a by-election had been appointed to replace several members of the Shareholders' Committee, their position as a substitute member shall be reinstated.
- (5) Any member of the Shareholders' Committee and any substitute member may resign from office even without good cause by giving written notice to the Chairman of the Shareholders' Committee or, in the event of the Chairman's resignation, to his deputy, subject to a notice period of two weeks. The Chairman of the Shareholders' Committee or, in the event of the Chairman's resignation, his Deputy, may shorten the notice period or waive the requirement to observe it.
- (6) The members of the Shareholders' Committee may be removed by the Annual General Meeting before the expiry of their term of office. The resolution requires a majority comprising at least three-quarters of the votes cast.
- (7) Members of the Management Board of the general partner may not be members of the Shareholders' Committee; membership of the Supervisory Board of the general partner and membership of the Supervisory Board of the Company are compatible with membership of the Shareholders' Committee, provided that no mandatory statutory provisions preclude this.

§ 15

Chairman and Deputy Chairman

- (1) The Shareholders' Committee shall elect a Chair and a Deputy Chair from among its members. The election shall take place following the Annual General Meeting at which the members of the Shareholders' Committee have been newly elected; no special invitation is required for this meeting. Upon the election of the Chair of the Shareholders' Committee, the oldest member of the Shareholders' Committee in terms of age shall assume the chair.
- (2) The term of office of the Chair and the Deputy Chair shall correspond to their term of office as members of the Shareholders' Committee, unless a shorter term is specified at the time of election.
- (3) Deputies shall have the rights and duties of the Chairman of the Shareholders' Committee if the latter is unable to attend. Where there are several deputies, the order determined at the time of their election shall apply.
- (4) If the Chairman or his Deputy steps down from office prematurely, the Shareholders' Committee shall immediately hold a new election.
- (5) Declarations of intent on behalf of the Shareholders' Committee shall be made by the Chairman on behalf of the Shareholders' Committee and, if the Chairman is unable to do so, by his Deputy. The Chairman and, if he is unable to do so, his Deputy are authorised to receive declarations on behalf of the Shareholders' Committee.

§ 16

Duties and Powers of the Shareholders' Committee

- (1) The Shareholders' Committee is responsible for carrying out the matters assigned to it by the Annual General Meeting or by the Articles of Association.

- (2) The Shareholders' Committee has the power of representation and the authority to manage the legal relationships between the Company, on the one hand, and the general partner and/or its board members, on the other. Furthermore, it exercises all rights arising from or in connection with the shares held by the company in the general partner; in particular, it is responsible for exercising voting rights at the general meeting of the general partner and for disposing of the shares in the general partner.
- (3) The Shareholders' Committee has the duty and the right to decide on whether to approve management measures requiring approval in relation to related parties in accordance with section 111b(1) of the German Stock Corporation Act (AktG). When the Shareholders' Committee passes a resolution in accordance with the first sentence above, those members of the Shareholders' Committee who are involved in the transaction as related parties, or in respect of whom there is a concern of a conflict of interest due to their relationship with the related party, may not exercise their voting rights. If the Shareholders' Committee refuses to give its approval in accordance with the first sentence above, the general partner may demand that the Annual General Meeting decide on the approval. The related parties involved in the transaction may not exercise their voting rights at the Annual General Meeting in accordance with the third sentence above, either on their own behalf or on behalf of others. The Shareholders' Committee is also required to establish an internal procedure in accordance with section 111a(2), second sentence, of the German Stock Corporation Act (AktG) to assess on a regular basis whether transactions with related parties are conducted in the ordinary course of business and on arm's length terms; the related parties involved in the transaction are excluded from the internal procedure.

Section 17
Meetings and Resolutions

- (1) Meetings of the Shareholders' Committee shall be convened by the Chairperson with at least ten days' notice, not counting the day on which the invitation is sent and the day of the meeting. The meeting may be convened in writing, by fax, by email or by any other customary means of communication. In urgent cases, the Chairperson may reasonably shorten this notice period and may also convene the meeting verbally or by telephone. In all other respects, the provisions of the Rules of Procedure for the Shareholders' Committee shall apply to the convening of the Shareholders' Committee.
- (2) The meetings of the Shareholders' Committee shall be chaired by the Chair.
- (3) Resolutions of the Shareholders' Committee are generally passed at meetings. At the Chairman's direction or with the consent of all members of the Shareholders' Committee, meetings may also be held in the form of a teleconference or by means of other electronic communication methods (in particular video conferencing), and individual members of the Shareholders' Committee may be connected by telephone or by means of electronic communication methods (in particular video conferencing); in such cases, resolutions may be passed by means of a telephone conference or other electronic means of communication (in particular video conferencing). Members of the Shareholders' Committee connected by telephone or by means of electronic communication (in particular video conferencing) shall be deemed to be present. Members of the Shareholders' Committee who are absent or who do not participate or join the meeting by telephone or via electronic means of communication (in particular video conferencing) may also participate in the Shareholders' Committee's decision-making by having another member of the Shareholders' Committee submit their written votes on their behalf. Furthermore, they may also cast their votes prior to the meeting, during the meeting or subsequently within a reasonable period to be determined by the Chairman of the Supervisory Board, either in person, by telephone, by fax, by email or by other commonly used means of communication. There is no right to object to the form of resolution ordered by the Chairman.

- (4) A resolution on items on the agenda that were not included in the invitation and were not notified by the third day prior to the meeting is only permissible if no member of the Shareholders' Committee objects. In such a case, absent members must be given the opportunity, within a reasonable period to be determined by the Chair of the Shareholders' Committee, to object to the resolution or to cast their vote in writing, orally, by telephone, by fax, by email or by any other customary means of communication. The resolution shall only take effect if no absent member of the Shareholders' Committee has objected within the specified period.
- (5) Resolutions may also be passed outside of meetings (within the meaning of Section 17(3)) in writing, by fax, by email or by other comparable means of communication, as well as in a combination of the aforementioned forms, if the Chairman of the Shareholders' Committee so orders, subject to a reasonable period of notice, or if all members of the Shareholders' Committee participate in the resolution. Members who abstain from voting in the resolution-making process are deemed to participate in the resolution-making process in this sense. There is no right to object to the form of resolution-making ordered by the Chair.
- (6) The Shareholders' Committee shall have a quorum if at least half of its total membership takes part in the decision-making process. In any event, three members must take part in the decision-making process. Members of the Shareholders' Committee who are absent or who do not participate or join the meeting by telephone or via electronic means of communication (in particular video conferencing) but who cast their vote in accordance with Section 17(3) or (5), as well as members who abstain from voting, shall be deemed to have participated in the resolution for these purposes.
- (7) The Shareholders' Committee passes its resolutions by a majority of the votes cast, unless the Articles of Association expressly provide otherwise.

- (8) Minutes shall be drawn up of the resolutions and meetings (within the meaning of Section 17(3)) of the Shareholders' Committee; these shall be signed by the chair of the respective meeting or, in the case of resolutions adopted outside of meetings (within the meaning of Section 17(3)), by the chair of the Shareholders' Committee or, if the chair is unable to do so, by the deputy chair. Further details are set out in the rules of procedure of the Shareholders' Committee.
- (9) Unless the matter concerns exclusively internal organisational issues of the Shareholders' Committee, every member of the Management Board of the general partner shall, in principle, have the right to attend meetings of the Shareholders' Committee, provided that the Shareholders' Committee does not, in individual cases, adopt a resolution to the contrary.

§ 18 Rules of Procedure

- (1) The Shareholders' Committee shall adopt rules of procedure in accordance with the statutory provisions and the provisions of these Articles of Association.
- (2) To the extent permitted by the Articles of Association, the Shareholders' Committee may delegate tasks, decision-making powers and rights incumbent upon it to its Chairman or to individual members.

§ 19 Remuneration of the members of the Shareholders' Committee

- (1) Members of the Shareholders' Committee shall be reimbursed for necessary expenses incurred in the performance of their duties, including any applicable value added tax.
- (2) The Annual General Meeting shall decide on the amount of any remuneration. The Annual General Meeting may also determine the remuneration of the Shareholders' Committee for the entire term of office.
- (3) The members of the Shareholders' Committee are covered by directors' and officers' liability insurance maintained by the Company in the Company's interest at an appropriate level, where such insurance exists. The premiums for this are paid by the Company.

§ 20

Duty of care and responsibility of the members of the Shareholders' Committee

Section 116 of the German Stock Corporation Act (AktG) applies mutatis mutandis to the members of the Shareholders' Committee.

IV.

Annual General Meeting

§ 21

Venue and Convening

- (1) An ordinary General Meeting of Shareholders shall be held within the first eight months of each financial year.
- (2) Subject to the statutory convening rights of the Supervisory Board and a minority of shareholders, the Annual General Meeting shall be convened by the general partner.
- (3) The Annual General Meeting shall take place, at the discretion of the convening body, at the Company's registered office or at the seat of a German stock exchange.
- (4) The Annual General Meeting must be convened at least within the minimum period prescribed by law.
- (5) The general partner is authorised to provide that the Company's Annual General Meetings taking place up to and including 31 August 2028 may be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting).

§ 22

Participation and Exercise of Voting Rights

- (1) Shareholders who are entered in the register of shareholders and have registered in good time are entitled to attend the Annual General Meeting and to exercise their voting rights at the meeting.

- (2) The registration must be received by the Company at the address specified in the notice of meeting at least six days prior to the Annual General Meeting. The notice of meeting may provide for a shorter period, measured in days. The day of the Annual General Meeting and the day of receipt are not to be included in this calculation.
- (3) The registration must be made in writing (Section 126b of the German Civil Code (BGB)) or via another electronic means to be specified by the Company, in German or English.
- (4) Voting rights may be exercised by proxies. The granting of a proxy, its revocation and proof of authorisation to the Company must be in writing (Section 126b of the German Civil Code (BGB)), unless the notice of meeting provides for any simplifications. The details regarding the granting of powers of attorney, their revocation and proof thereof to the Company shall be announced upon the convening of the Annual General Meeting. Section 135 of the German Stock Corporation Act (AktG) remains unaffected.
- (5) The general partner is authorised to provide that shareholders may cast their votes in writing or by electronic means without attending the Annual General Meeting (postal voting). The general partner is also authorised to lay down provisions regarding the scope and procedure for exercising the right referred to in the first sentence above.
- (6) The general partner is authorised to provide that shareholders may participate in the Annual General Meeting even without being physically present at the venue and without a proxy, and may exercise all or some of their rights in whole or in part by means of electronic communication (online participation). The general partner is also authorised to lay down provisions regarding the scope and procedure for participation and the exercise of rights in accordance with the first sentence above.
- (7) The members of the Management Board of the general partner are entitled to attend the Annual General Meeting.

§ 23

Chairing the Annual General Meeting

- (1) The Chairman of the Supervisory Board or another member of the Supervisory Board designated by him shall chair the Annual General Meeting. In the event that neither the Chairman of the Supervisory Board nor a member of the Supervisory Board designated by him assumes the chair, the Chairman of the General Meeting shall be elected by the Supervisory Board. If the Supervisory Board does not elect the Chairman, the latter shall be elected by the General Meeting under the chairmanship of a person designated for this purpose by the general partner.
- (2) The chairperson presides over the proceedings and regulates the conduct of the general meeting. In doing so, he or she may call upon the assistance of support staff, particularly when exercising the right to maintain order. He shall determine the order of speakers and the order in which items on the agenda are dealt with, as well as the form, procedure and other details of the voting, and may, to the extent permitted by law, decide to combine items of business that are factually related into a single voting item.
- (3) The chairperson is authorised to impose reasonable time limits on shareholders' right to speak, as well as on questions from shareholders within the meaning of section 131(1), first sentence, of the German Stock Corporation Act (AktG), follow-up questions within the meaning of section 131(1d), first sentence, of the German Stock Corporation Act (AktG), and questions on new matters within the meaning of section 131(1e), first sentence, of the German Stock Corporation Act (AktG). In doing so, he may, in particular, impose restrictions on speaking time, the time for questions (including time for follow-up questions and questions on new matters) or the combined speaking and question time (including time for follow-up questions and questions on new matters), as well as the appropriate time frame for the entire course of the Annual General Meeting, for individual items on the agenda and for individual speakers at the start or during the course of the Annual General Meeting; this includes, in particular, the option of closing the list of speakers early if necessary and ordering the debate to be concluded.

§ 24

Broadcast of the Annual General Meeting

- (1) The general partner is authorised to permit the video and audio broadcasting of the Annual General Meeting. The general partner shall determine the specific details.
- (2) Members of the Supervisory Board and members of the Shareholders' Committee may participate in the Annual General Meeting via video and audio link, subject to agreement with the chair of the meeting, provided that the member of the Supervisory Board or the Shareholders' Committee is resident abroad, is prevented from attending on the day of the Annual General Meeting, or would have to undertake travel to the venue of the Annual General Meeting involving considerable time or expense to travel to the venue of the Annual General Meeting, or if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting.

§ 25

Passing of Resolutions

- (1) Each share entitles the holder to one vote at the Annual General Meeting.
- (2) Resolutions of the Annual General Meeting shall be passed by a simple majority of the votes cast and, where a capital majority is required, by a simple majority of the share capital represented at the time of the resolution, unless a higher majority is required under mandatory statutory provisions or these Articles of Association.
- (3) If the required majority of votes is not achieved in the first ballot, a run-off vote shall take place between the candidates who received the highest number of votes. In the run-off vote, the candidate with the highest number of votes shall be elected; in the event of a tie, the decision shall be made by lot drawn by the Chair.

- (4) Resolutions of the general meeting require the approval of the general partner insofar as they relate to matters for which, in a limited partnership, the consent of the general partners and the limited partners is required. Section 285(2), second sentence, of the German Stock Corporation Act (AktG) remains unaffected. Where the resolutions of the Annual General Meeting require the consent of the general partner, the latter shall declare at the Annual General Meeting whether the resolutions are approved or rejected.

ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF PROFITS

§ 26

Financial Reporting

- (1) The general partner shall prepare the annual financial statements and, where required by law, the management report, as well as, where required by law, the consolidated financial statements and the consolidated management report for the preceding financial year within the statutory time limits and shall submit these documents to the Supervisory Board and the auditor without delay. At the same time, the general partner shall submit to the Supervisory Board a proposal which it intends to put to the Annual General Meeting regarding the appropriation of the net profit.
- (2) The Supervisory Board shall commission the auditor to carry out the audit. Before the auditor's report is forwarded to the Supervisory Board, the general partner shall be given the opportunity to comment.
- (3) When preparing the annual financial statements, the general partner may, with the approval of the shareholders' committee, allocate amounts up to half of the net profit for the year to other retained earnings. It is furthermore authorised, with the consent of the shareholders' committee, to transfer further amounts up to one quarter of the net profit for the year to other profit reserves, provided that the other profit reserves do not exceed half of the share capital and would not exceed it even after the transfer, and provided that the remaining retained earnings do not fall below 4% of the share capital.

- (4) The annual financial statements shall be adopted by resolution of the Annual General Meeting with the approval of the general partner.

§ 27

Allocation of Profits and Annual General Meeting

- (1) The Annual General Meeting resolves annually, within the first eight months of the financial year, on the appropriation of retained earnings, the discharge of the general partner, the members of the Supervisory Board and the members of the Shareholders' Committee, and the appointment of the auditor (Ordinary General Meeting).
- (2) Shareholders' shares in the profit are determined in accordance with their shares in the share capital.
- (3) In the event of an increase in the share capital, the profit participation of the new shares may be determined in deviation from Section 60 of the German Stock Corporation Act (AktG).
- (4) The Annual General Meeting may resolve to distribute the retained profits by way of a distribution in kind instead of or in addition to a cash distribution. In the resolution on the appropriation of retained profits, it may allocate amounts to retained earnings or carry them forward as profit.

E. FINAL PROVISIONS

§ 28

Formation expenses and costs of the change of legal form

- (1) The Company shall bear the court and notary fees associated with the formation, including the costs of publication, as well as other legal and tax consultancy fees up to a total amount of

EUR 4,000.00 (in words: four thousand euros).

- (2) The company shall bear the formation costs relating to the change of legal form of mutares AG into Mutares SE & Co. KGaA up to a total amount of EUR 400,000.00 (in words: four hundred thousand euros).

§ 29

Severability clause

Should one or more provisions of the Articles of Association fail to comply, in whole or in part, with statutory requirements, be invalid, or subsequently cease to be valid, or should a gap be found in the Articles of Association, this shall not affect the validity of the remaining provisions.

I hereby certify that the image data (copy) contained in this file corresponds to the paper document (original) in my possession.

Munich, 22 April 2026

Dr Simon Weiler, Notary