

ARTICLES OF ASSOCIATION

of

mobilezone holding ag

(mobilezone holding sa)

(mobilezone holding ltd)

I. TITLE: COMPANY NAME, REGISTERED OFFICE, PURPOSE AND DURATION

	<u>Article 1</u>
Company and registered office	The company mobilezone holding ag (mobilezone holding sa) (mobilezone holding ltd) is a public limited company that is subject to the present Articles of Association and Title XXVI of the Swiss Code of Obligations.
	The company has its registered office in Risch (ZG).
	The Company shall exist for an indefinite period.
	<u>Article 2</u>
Purpose	The purpose of the Company is to acquire, manage, hold and dispose of interests in companies of all kinds in Germany and abroad, in particular with activities in the fields of trade, industry and services.
	The Company may acquire, encumber, exploit and sell real property and intellectual property rights in Switzerland and abroad and finance other companies.

	II. TITLE: SHARE CAPITAL AND SHARES
	<u>Article 3</u>
Share capital	The share capital of the company amounts to CHF 432,291.35 and is fully paid up.
	It is divided into 43,229,135 registered shares with a par value of 1 Rp. Each.
	<u>Article 3a</u>
	The Board of Directors is authorised at any time until 5 April 2024 to increase the share capital by a maximum amount of CHF 40,000 by issuing a maximum of 4,000,000 fully paid registered shares with a par value of 1 Rp each. An increase in partial amounts is permitted.
	The Board of Directors shall determine the time of issue of new shares, their issue price, the method of payment, the conditions for the exercise of subscription rights and the commencement of dividend entitlement.
	The Board of Directors may also issue new shares by means of firm underwriting or in another manner by one or more banks and subsequent offer to shareholders or third parties. The Board of Directors may allow subscription rights which have not been exercised to lapse, or it may place them or shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them in the interest of the company.
	The Board of Directors is entitled to limit or cancel the shareholders' subscription rights and to allocate them to third parties or selected shareholders in the event that the shares are used for the acquisition of companies, parts of companies or participations or for a placement of shares with one or more investors for the purpose of financing or refinancing such transactions.
	<u>Article 4</u>
Shares	The shares are registered shares.

	The Company issues its registered shares in the form of individual certificates, global certificates and/or uncertificated securities. Within the framework of the statutory provisions, the Company is free to convert the shares issued in one of these forms into another form at any time and without the consent of the shareholders.
	A shareholder is not entitled to titles in the form of securities or to the conversion of registered shares issued in a particular form into another form. However, the shareholder may at any time request the Company to issue a certificate of the registered shares held by the shareholder in accordance with the share register.
	Book-entry securities based on shares of the Company cannot be transferred by assignment. No securities can be provided by assignment on these book-entry securities.
	Registered shares of the Company not held as book-entry securities in the form of uncertificated securities are transferred by assignment.
	Where registered shares are issued in the form of individual certificates or global certificates, they must bear the original or facsimile signatures of two members of the Board of Directors.
	<u>Article 5</u>
Share register	The Company keeps a share register for all registered shares in which the owners and beneficiaries are entered with their surname, first name, domicile, address and nationality (in the case of legal entities, with their registered office). If a shareholder changes their domicile or registered office, they must inform the Company of the new address. As long as this has not taken place, all correspondence shall be sent to the address entered in the share register with legal effect. In relation to the Company, the person entered in the share register is deemed to be a shareholder or beneficiary.
	The Company recognises only one representative per share.
	The Board of Directors is entitled to cancel entries in the share register with retroactive effect to the date of registration if the entry was made on the basis of false information. It must first hear the shareholder concerned. The shareholder concerned must be informed immediately of the cancellation.
	The Board of Directors issues the necessary instructions for the keeping of the share register and may issue

	corresponding regulations or guidelines. It may delegate its duties.
	In the invitation to the General Meeting, the Board of Directors announces the key date for entry in the share register for entitlement to attend and vote.
	III. TITLE: ORGANISATION OF THE COMPANY
	A. <u>GENERAL MEETING</u>
	<u>Article 6</u>
Powers	The supreme body of the public limited Company is the General Meeting.
	It has the following non-transferable powers:
	1. the adoption and amendment of the Articles of Association;
	2. the election of the Chair and the other members of the Board of Directors as well as the members of the Remuneration Committee;
	3. the election of the auditors;
	4. the election of the independent voting proxy;
	5. the approval of the management report and the consolidated financial statements;
	6. the approval of the annual financial statements and the resolution on the appropriation of retained earnings, in particular the determination of dividends and bonuses;
	7. the approval of the remuneration of the Board of Directors and the Executive Board in accordance with Art. 28 of the Articles of Association;
	8. the discharge of the members of the Board of Directors;
	9. the delisting of the Company's shares from the SIX Swiss Exchange or its successor organisation;
	10. the passing of resolutions on matters that are reserved for the General Meeting by law or the

	Articles of Association or which are submitted to it by the Board of Directors.
	In the event of a delisting resolution within the meaning of (1) 9, the Board of Directors shall determine the time and further modalities of the delisting in accordance with the applicable rules and regulations of the SIX Swiss Exchange or its successor organisation.
	<u>Article 7</u>
Time and place	The Ordinary General Meeting is held annually within six months of the end of the financial year; extraordinary General Meetings are convened as required, in particular in the cases provided for by law.
	The General Meeting shall meet at the place designated by the Board of Directors.
	<u>Article 8</u>
Responsibility for convening the meeting; agenda items	The General Meeting is convened by the Board of Directors, if necessary via the auditors. The liquidators also have the right to convene a meeting.
	The convening of a General Meeting may also be requested in writing by one or more shareholders who together represent at least 10% of the share capital, stating the item to be discussed and the corresponding proposal to the Board of Directors. Shareholders representing at least 2% of the share capital may request that an item be included on the agenda. The relevant request for items to be placed on the agenda must be received by the Company in writing at least 45 days prior to the meeting, stating the items to be discussed and the motions.
	<u>Article 9</u>
Date and content of the convening notice	The General Meeting must be convened no later than 20 days prior to the date of the meeting by publication in the Swiss Official Gazette of Commerce. The invitation may also be sent by letter to all shareholders entered in the share register.
	No later than 20 days before the ordinary General Meeting, the annual report and the auditors' report as well as the remuneration report shall be made available for inspection by the shareholders at the registered office of the Company.

	The notice convening the General Meeting shall state the items on the agenda as well as the motions of the Board of Directors and the shareholders who have requested that a General Meeting be held or that an item be included on the agenda.
	The convening of an ordinary General Meeting shall also contain a reference to the right of each shareholder to receive from the Company without delay a copy of the annual report and the Auditors' Report as well as the Remuneration Report.
	<u>Article 10</u>
Motions	No resolutions may be passed on motions relating to items not duly announced, with the exception of motions to convene an extraordinary General Meeting or to conduct a special audit.
	No prior notice is required for motions within the scope of the items on the agenda and for negotiations without resolutions.
	<u>Article 11</u>
Voting rights	Each share entitles the holder to one vote at the General Meeting.
	<u>Article 12</u>
Representation	Each shareholder may be represented by a third party who is not required to be a shareholder and who is authorised in writing, or by the independent voting proxy. Shareholders may also authorise and instruct the independent voting proxy electronically, whereby the Board of Directors determine the modalities. The members of the Board of Directors in attendance shall decide on the recognition or rejection of the power of attorney.
	<u>Article 13</u>
Decision-making	Unless otherwise stipulated in the Articles of Association, the proper constitution of the General Meeting is not dependent on the number of shares represented.

	Unless the law or the Articles of Association provide otherwise, the General Meeting shall pass its resolutions and carry out its elections by an absolute majority of the votes cast, excluding abstentions, empty and invalid votes.
	If none of the candidates standing for election is able to obtain an absolute majority of the votes in the first ballot, a second ballot shall be held. In the second ballot, the relative majority of votes is decisive.
	A resolution of the General Meeting, passed by at least two-thirds of the votes represented and an absolute majority of the par value of the shares represented, is required for:
	1. the change of the Company purpose;
	2. the introduction of voting shares;
	3. the limitation of the transferability of registered shares;
	4. an authorised or conditional capital increase;
	5. the capital increase from equity, against contribution in kind or for the purpose of acquisition of assets and the granting of special benefits;
	6. the restriction or cancellation of the subscription right;
	7. the transfer of the Company's registered office;
	8. the delisting of the Company's shares from the SIX Swiss Exchange or its successor organisation;
	9. the dissolution of the Company without liquidation.
	Provisions in the Articles of Association which require major majorities for the adoption of certain resolutions than those prescribed by law may only be introduced with the required majority.
	Votes and elections shall take place openly, unless the General Meeting decides on a written vote or election or the Chair orders such a vote or election. Voting or election may also be conducted by electronic means at the request of the Chair. Electronic voting and elections shall be equivalent to written voting and elections.
	The Chair may have an open vote or election repeated at any time by a written or electronic vote or election if, in their opinion, doubts exist as to the result of the vote. In this case, the preceding open vote or election shall be deemed not to have taken place.

	<u>Article 14</u>
Chair	The Chair or another member of the Board of Directors designated by the Board of Directors chairs the General Meeting. In the absence of all members of the Board of Directors, the Chair shall be appointed by the General Meeting.
	The Chair appoints the Secretary of the General Meeting and the tellers. The aforementioned persons do not necessarily have to be shareholders.
	<u>Article 15</u>
Minutes	The Board of Directors shall ensure that minutes of the General Meeting are kept. These minutes shall record:
	1. the number, type, par value and category of shares represented by the shareholders and by the independent proxy;
	2. the resolutions and election results;
	3. the request for information and the answers given to it;
	4. the statements put on record by the shareholders.
	The minutes must be signed by the Chair and the Secretary of the General Meeting.
	The shareholders have the right to inspect the minutes.
	<u>B. THE BOARD OF DIRECTORS</u>
	<u>Article 16</u>
Composition	The Board of Directors of the Company consists of three to seven members to be elected by the General Meeting.

	<u>Article 17</u>
Term of office; constitution	The members of the Board of Directors are elected for a term of one year. The term of office ends with the conclusion of the next ordinary General Meeting.
	Re-election is possible.
	The Board of Directors constitutes itself subject to Art. 6 (2) 2 of the Articles of Association.
	<u>Article 18</u>
Convening; information	The Board of Directors is convened by the Chair as often as business requires. Any member of the Board of Directors may request the Chair to convene a meeting immediately, stating the reasons.
	Any member of the Board of Directors may request information on all matters relating to the Company.
	All members of the Board of Directors and the persons entrusted with the management of the Company are obliged to provide information at the meetings.
	<u>Article 19</u>
Decision-making; minutes	The Board of Directors has a quorum if a majority of its members is present. The resolutions of the Board of Directors shall be adopted with a majority of the votes cast.
	Resolutions of the Board of Directors on a submitted motion may also be passed with the written consent of a majority of all members of the Board of Directors, provided that the motion is sent to all members of the Board of Directors and no member requests verbal consultation.
	The Organisational Rules of the Board of Directors may provide for exceptions to the provisions on quorum and decision-making pursuant to (1) and (2).
	Minutes must be kept of the deliberations and resolutions of the Board of Directors and must be signed by the Chair and the secretary.

	<u>Article 20</u>
Responsibility	The Board of Directors may pass resolutions on all matters that are not assigned to the General Meeting by law or the Articles of Association.
	The Board of Directors has the following non-transferable and irrevocable duties:
	1. the overall management of the Company and the issuing of the necessary instructions;
	2. determination of the organisation;
	3. the structuring of accounting, financial control and financial planning, insofar as these are necessary for the management of the Company;
	4. the appointment and dismissal of the persons entrusted with the management and representation of the Company;
	5. the ultimate supervision of the persons entrusted with the management of the Company, also with regard to compliance with the law, the Articles of Association, regulations and directives;
	6. the preparation of the annual report and the remuneration report as well as the preparation of the General Meeting and the execution of its resolutions;
	7. notifying the judge in case of overindebtedness.
	<u>Article 21</u>
Transfer of management; domicile; authority to sign	The Board of Directors may delegate the management and representation of the Company to one or more of its members or other natural persons who do not need to be shareholders, in accordance with the Organisational Rules.
	At least one member of the Board of Directors authorised to represent the Company must be resident in Switzerland. The Board of Directors determines the authority to sign and grants the authority to sign.

	<u>Article 22</u>
Standing committees	The Board of Directors may elect standing committees from among its members. Art. 23 of the Articles of Association remains reserved.
	The Board of Directors determines the details in the Organisational Rules.
	<u>Article 23</u>
Remuneration Committee; principles regarding duties and responsibilities	The Remuneration Committee consists of members of the Board of Directors. The members of the Remuneration Committee are elected annually by the General Meeting. The term of office ends with the conclusion of the next ordinary General Meeting. Re-election is possible.
	The Remuneration Committee assists the Board of Directors in determining and reviewing the remuneration policy and guidelines and the performance targets as well as in preparing motions to the General Meeting regarding the remuneration of the Board of Directors and the Executive Board and may submit motions to the Board of Directors regarding other remuneration issues.
	In a set of regulations, the Board of Directors shall determine for which Board of Directors and Executive Board positions the Remuneration Committee, alone or together with other functionaries, shall submit motions with regard to performance targets, target values and remuneration and for which positions it shall set these performance targets, target values and remuneration itself within the framework of the Articles of Association and the guidelines issued by the Board of Directors.
	The Board of Directors may assign further duties to the Remuneration Committee.
	<u>C. THE AUDITORS</u>
	<u>Article 24</u>
Requirements	The General Meeting shall elect a state-supervised auditing company as auditor.

	The auditors must be independent within the meaning of the statutory provisions. The independence of the auditors must not be impaired, either in fact or in appearance.
	<u>Article 25</u>
Term of office	The auditors are elected for a period of one year. This term of office ends with the General Meeting at which the audit report is to be submitted.
	Re-election is possible.
	<u>Article 26</u>
Duties	The auditor is the Company's auditing body. It is responsible for the duties in accordance with the law.
	<u>Article 27</u>
Acceptance of the accounts and appropriation of profit	The General Meeting may only approve the annual financial statements and decide on the appropriation of the balance sheet profit if an audit report is available and an auditor is present.
	The General Meeting may decide unanimously to waive the presence of an auditor.
	IV. TITLE: REMUNERATION PROVISIONS
	<u>Article 28</u>
Approval of the remuneration of the Board of Directors and the Executive Board	The General Meeting votes separately each year on the approval of the total amounts proposed by the Board of Directors:
	1. the maximum permissible remuneration of the Board of Directors for the period up to the next ordinary General Meeting,
	2. the maximum permissible remuneration of the Executive Board for the coming financial year.

	<p>The Board of Directors may divide the respective maximum total amount into a maximum total amount for fixed and a maximum total amount for variable remuneration and submit the corresponding motions separately to the General Meeting for approval. It may also divide the corresponding motions into other individual remuneration elements and/or submit them to the General Meeting for approval with reference to other time periods.</p>
	<p>The Board of Directors may pay or cause to be paid remuneration which has either already been approved by the General Meeting or which is subject to approval by the General Meeting.</p>
	<p>The Board of Directors shall submit the remuneration report to the General Meeting for a consultative vote.</p>
	<p>The Company or companies controlled by it are authorised to pay to each person who joins the Executive Board after the General Meeting has approved the maximum total amount of remuneration for the Executive Board or is promoted within the Executive Board an additional amount for the duration of the already approved remuneration period, if the already approved maximum total amount of remuneration is not sufficient for their remuneration. The additional amount for each remuneration period for the Executive Board may not exceed 25% of the last approved total amount of the maximum remuneration for the Executive Board.</p>
	<u>Article 29</u>
Remuneration policies	<p>The remuneration of the members of the Board of Directors comprises only fixed remuneration elements. Unless otherwise determined by the Board of Directors, this will be paid in cash.</p>
	<p>The remuneration of the members of the Executive Board comprises fixed and variable components. The fixed remuneration consists of a base salary paid in cash and other remuneration elements and benefits. The variable remuneration comprises short-term and/or long-term variable remuneration elements. The variable remuneration can amount to a maximum of 130% of the fixed remuneration.</p>
	<p>Short-term variable remuneration elements are based on performance values that take into account the performance of the Company, the Group or parts thereof, targets calculated in relation to the market, other companies or comparable benchmarks and/or individual targets, and the achievement of which is generally measured over a one-year period.</p>

	<p>Unless otherwise determined by the Board of Directors or, if delegated to do so, the Remuneration Committee, short-term variable remuneration elements are paid in the form of shares of the Company or in cash, which may be blocked for a certain period of time.</p> <p>Long-term variable remuneration elements take into account the sustainable, long-term success of the Company and/or the Group and may also include incentives for connection. Unless otherwise determined by the Board of Directors or, if delegated to do so, the Remuneration Committee, long-term variable remuneration elements shall be paid in whole or in part in the form of shares of the Company, which may be blocked for a certain period of time.</p>
	<p>The remuneration can be paid in cash or in the form of shares. The remuneration of the members of the Executive Board may also be granted in the form of options. The Board of Directors or, if delegated to do so, the Remuneration Committee shall determine vesting and exercise conditions and any blocking periods and expiration conditions.</p>
	<p>These may stipulate that, due to events determined in advance, such as a change of control or the termination of an employment or mandate contract, vesting and/or exercise conditions and/or lock-up periods are continued, shortened or cancelled, and remuneration is paid assuming that the target values are achieved or remuneration lapses. The Company may acquire the required shares on the market or make them available using authorised or conditional share capital.</p>
	<p>The remuneration may be paid by the Company or by companies controlled by it.</p>
	<u>Article 30</u>
Contracts with members of the Board of Directors and the Executive Board	<p>The Company may enter into remuneration agreements with the members of the Board of Directors and the Executive Board, either itself or through companies controlled by it. Such contracts are concluded for a maximum fixed term of one year or with a period of notice of no more than twelve months.</p>


	<u>Article 31</u>
Mandates of members of the Board of Directors and the Executive Board outside the mobilezone Group	No member of the Board of Directors may exercise more than five additional mandates in listed companies and more than ten mandates in non-listed companies.
	No member of the Executive Board may exercise more than two mandates in listed companies and more than four mandates in non-listed companies.
	Mandates are defined as mandates in the highest management body of a legal entity which is obliged to be entered in the commercial register or in a corresponding foreign register. Mandates in different legal entities that are under uniform control or have the same economic justification are considered as one mandate. The restriction of this Art. 31 does not apply to
	1. mandates in companies controlled by the Company or controlling the Company;
	2. mandates performed by order of the company or companies controlled by it. No member of the Board of Directors or the Executive Board may hold more than ten such mandates; and
	3. mandates in associations and federations, non-profit organisations, foundations, trusts and personnel welfare foundations. No member of the Board of Directors or the Executive Board may hold more than six such mandates.
	The acceptance of mandates by members of the Executive Board in legal entities outside the mobilezone Group must be approved in advance by the Board of Directors or, if delegated to do so, by the Remuneration Committee.
	Members of the Board of Directors or the Executive Board who, at the time of their election or appointment to the Company or by acceptance of a mandate with a legal entity outside the mobilezone Group, do not fulfil or no longer fulfil the requirements of this provision of the Articles of Association must reduce their number of mandates to the permitted level by the ordinary date of resignation of an excess mandate, but at the latest within 12 months of such election or appointment or acceptance. During this period, they are members of the Board of Directors or the Executive Board with all rights and duties.

	<u>Article 32</u>
Loans and credits to members of the Board of Directors and the Executive Board	No loans or credits shall be granted to members of the Board of Directors.
	The Board of Directors may grant loans or credits to members of the Executive Board. Such loans or credits may not exceed a total amount of CHF 500,000 and may only be granted under normal market conditions.
	V. TITLE: FINANCIAL YEAR, ANNUAL REPORT AND PROFIT DISTRIBUTION
	<u>Article 33</u>
Financial year	The Board of Directors determines the financial year.
	<u>Article 34</u>
Annual report	For each financial year, the Board of Directors shall prepare an annual report consisting of the annual financial statements, the management report and consolidated financial statements, if required by law.
	The financial statements consist of the income statement, cash flow statement, balance sheet and notes. They must be drawn up in accordance with the legal provisions.
	The management report presents the course of business and the economic situation of the Company and, if applicable, of the Group at the end of the financial year from points of view which are not expressed in the annual financial statements.
	If consolidated financial statements are prepared in accordance with an accepted accounting standard, the cash flow statement and the management report may be dispensed with.

	<u>Article 35</u>
Reserves; appropriation of profit	5% of the annual profit shall be allocated to the general reserve until it reaches 20% of the paid-up share capital. If, as a result, the general reserve no longer reaches the legally prescribed level of 20% of the paid-up share capital, further allocations must be made until this limit is reached again.
	The General Meeting decides on the distribution of the remaining balance sheet profit at the proposal of the Board of Directors, whereby the mandatory legal provisions on the legal reserve must be observed.
	<u>Article 36</u>
Dividend	The dividend shall be paid on the date specified by the Board of Directors. Dividends that are not claimed within five years of their due date are payable to the Company.
	VI. TITLE: LIQUIDATION
	<u>Article 37</u>
Responsibility	The liquidation of the Company shall be carried out by the Board of Directors, unless it is transferred to other persons by resolution of the General Meeting.
	At least one of the liquidators must be resident in Switzerland and be entitled to represent the company.
	<u>Article 38</u>
Proceedings	The powers of the Company's bodies shall, upon the commencement of liquidation, be limited to those acts which are necessary for the performance of the liquidation but which, by their nature, cannot be performed by the liquidators.
	The General Meeting retains the right to approve the liquidation account and to grant discharge to the liquidators.
	The assets of the dissolved company shall be distributed among the shareholders after repayment of its debts in accordance with the amounts paid in.

	However, such distribution may not take place until at least one year has elapsed from the date on which the call for debts was made for the third time.
	A distribution may take place after a period of three months if a government-supervised audit firm confirms that the debt has been repaid and it can be assumed under the circumstances that no third party interests will be jeopardised.
	VII. TITLE: ANNOUNCEMENTS
	<u>Article 39</u>
Company's publication body	The Company's announcements shall be published in the Swiss Official Gazette of Commerce unless written notification is required by law.

Rotkreuz, 6. Juni 2023


 Olaf Meijer Swantee


 Bernhard Mächler