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# **Articles of Association**

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of

**SLM Solutions Group AG**

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**SLM Solutions Group AG**

## **I. General provisions**

### **§ 1 Company name, registered office, duration, fiscal year**

- (1) The name of the Company is

**SLM Solutions Group AG**

- (2) It is based in Lübeck.
- (3) The duration of the Company is indefinite.
- (4) The fiscal year is the calendar year.

### **§ 2 Purpose of the Company**

- (1) The purpose of the Company is the development, manufacturing and sale of systems, samples and small series for additive manufacturing and prototype construction as well as associated consumables and the provision of related services.
- (2) The Company shall be entitled to enter into any and all business transactions and take any and all measures deemed necessary or useful to achieve its purpose. In particular, the Company shall be entitled to achieve its purpose itself, or wholly or in part through subsidiaries or associated companies, and also to establish branch offices under the same or different name within or outside of Germany. The Company may establish businesses - even if they have another purpose - acquire them wholly or in part, or sell or consolidate them under uniform control, and conclude intercompany agreements, company cooperation agreements, and joint venture agreements with them; or restrict itself to the management of its participating interests. The Company shall be entitled to spin off, wholly or in part, its operations into subsidiaries or associated companies, and may also restrict their activities to a part of the field of activity specified in paragraph 1.

### **§ 3 Notices**

- (1) The Company's announcements are made by publication in the Federal Gazette, insofar as they do not have to be made in other media in accordance with mandatory statutory provisions. Insofar as the law provides that declarations or information be made available to the shareholders without stipulating a specific form for this, posting them on the Company's website is sufficient.

- (2) Information to shareholders can also be transmitted via electronic media to the extent permitted by law.

#### **§ 4 Share capital**

- (1) The Company's share capital is EUR 31,107,819.00 (in words: thirty-one million one hundred and seventhousand eight hundred and nineteen).
- (2) The share capital is divided into 31,107,819 no par value shares
- (3) In the case of a capital increase, the profit sharing can be determined, contrary to § 60(2) AktG.
- (4) The share capital was provided in the amount of EUR 81,260.00 (in words: eighty-one thousand two hundred and sixty) through the change of legal form of the previous legal entity, SLM Solutions Holding GmbH with its registered office in Lübeck, entered in the commercial register of the Lübeck District Court under HRB 13333 HL. After registration of the change of legal form, the assets of SLM Solutions Holding GmbH are assets of the company.
- (5) The Management Board is authorized to increase the share capital by up to EUR 9,080,690.00 wholly or in part, once or in several stages by May 16, 2027 with the approval of the Supervisory Board by issuing up to 9,080,690 new bearer shares against cash payments and/or contributions in kind (authorized capital 2022).

In principle, the shareholders shall be granted a subscription right. This legal subscription right can also be granted in such a way that the new shares are entirely or partly acquired by a credit institution or consortium of credit institutions specified by the Management Board, with the obligation to offer them to the shareholders of the Company for subscription.

The Management Board shall be authorized, with the consent of the Supervisory Board, to exclude the legal subscription right of the shareholders in the following cases:

- for a capital increase against contributions in kind, particularly for the acquisition of companies, parts of companies or share capital holdings in companies, industrial property rights, such as patents, trademarks or related licenses, other product rights or other contributions in kind, such as receivables, bonds, convertible bonds, and other financial instruments;
- for capital increases against cash payments, if the issuing amount of the new shares issued to the exclusion of the subscription right pursuant to Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) does not fall significantly below the stock market price of the already listed shares of the same class and with the same rights, and the total proportional amount of the share capital on the new shares issued to the exclusion of the subscription right pursuant to Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) does not exceed 10% of the existing share capital at the time of this authorization entering into force and at the time of exercising this authorization. Shares counting towards this limit of 10% of the share capital are those that were issued or sold in direct or corresponding application of Section 186 (3) clause 4 of the German Stock

Corporation Act (AktG) during the term of this authorization by the time of its exercising; shares are also counted towards this, which are, can be or are yet to be issued by the Company to service conversion or option rights or to fulfill conversion or option obligations from bonds with an option right or conversion right or -obligation (or a combination of these instruments), provided that the bonds have been issued during the term of this authorization by the time of its exercising in corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG), to the exclusion of the shareholders' subscription right. However, those shares that are to be issued from a 3rd tranche of convertible bonds are not counted, which may yet be issued by the Company pursuant to the bond terms and conditions of the Convertible Bonds 2020/2026 in July 2020;

- for the avoidance of fractional amounts;
- where necessary, in order to grant the owners and/or creditors of convertible and/or option rights and/or owners or creditors of bonds with conversion obligations, which have been or will be issued by the Company or by a domestic or foreign company, which the Company directly or indirectly holds a participating interest with the majority of the votes and capital, a subscription right to the extent that they would be entitled to after exercising the conversion and/or option rights and/or after the fulfillment of the conversion obligations.

The Management Board shall be authorized, with the consent of the Supervisory Board, to specify the further details of the capital increase and its implementation, particularly the content of the share rights and the conditions of the share issue, including a profit participation deviating from Section 60 (2) of the German Stock Corporation Act (AktG). The Supervisory Board shall be authorized to adapt the bylaws of the Company accordingly after complete or partial use of the authorized capital, or in accordance with its scheduled usage, particularly in relation to the amount of the share capital and the number of existing no par value shares.

- (6) The company's share capital is increased by up to EUR 2,280,782,00 by issuing up to 2,280,782 new bearer shares (Conditional Capital 2014/2018/2020). The purpose of the conditional capital increase is to grant shares to holders or creditors of convertible bonds and/or bonds with warrants, which are due to expire until June 21, 2018 (2014) (authorization) on the basis of the authorization pursuant to the resolution of the Annual General Meeting of April 17, 2014 under agenda item 4.1 (inclusive) (authorization 2014) or the authorization according to the resolution of the Annual General Meeting of June 22, 2018 as amended by the resolution of the Annual General Meeting of June 16, 2020 under Agenda Item 6 have been issued or will be issued as of June 15, 2025 (inclusive) (Authorization 2018/2020) by the Company or a domestic or foreign company, in which the Company directly or indirectly holds the majority of votes and capital. This will only be executed if use has been or is made of the convertible or option rights or the fulfillment of conversion obligations from such bonds, and insofar as other forms of fulfillment have not been or are not used. The issue of the new shares will take place at the option price on the basis of the respective conversion or option price to be determined by the respective authorization.

The new shares will participate in the profit from the beginning of the fiscal year in which they originate through the exercise of conversion or option rights or the fulfillment of conversion obligations; by way of exception to the above, the Management Board can, if legally permitted to do so and with the approval of the Supervisory Board, determine that the new shares will participate in the profit from the beginning of the fiscal year for which no AGM resolution on the appropriation of retained earnings has been adopted at the time when conversion or option rights are exercised or conversion obligations fulfilled. The Management Board is authorized to define further details for implementing the conditional capital increase.

The Supervisory Board is authorized to modify the wording of Article 4 of the company's Articles of Association to fit the issuing of new shares from Conditional Capital 2014/2018/2020. The same applies if Authorization 2018/2020 has not been or will not be exercised during its term, or the corresponding conversion or option rights and/or conversion obligations have expired or expire due to the expiry of the exercise deadlines or in some other way.

## **§ 5 Bearer shares, securitization, dividends in kind**

- (1) The shares are registered to the bearer. Shares from a capital increase are also made out to the bearer, unless another provision is made in the resolution on the capital increase.
- (2) The Company is entitled to issue interim certificates, profit-sharing certificates, and renewal certificates. The Management Board determines the form and content of the share certificates and any interim certificates, profit-sharing certificates, and renewal certificates. The same applies to bonds and interest coupons.
- (3) The Company is entitled to issue certificates for individual shares (individual certificates) or for several shares (collective certificates). The right of shareholders to certification of their respective shares is excluded insofar as this is legally permissible and certification is not required under the rules of a stock exchange on which the shares are admitted.
- (4) To the extent permitted by law, the Annual General Meeting can also decide on a distribution in kind in addition to or instead of a cash distribution.

## **II. Management Board**

### **§ 6 Composition**

- (1) The Management Board of the Company consists of at least two members.
- (2) The Supervisory Board decides on the specific number of Management Board members, the appointment and revocation of appointments, and the employment contracts with them. The Supervisory Board can appoint a chairman of the Management Board and a deputy chairman of the Management Board.

## **§ 7 Managing Directors**

- (1) The Management Board manages the company on its own responsibility. The members of the Management Board are obliged to the Company to comply with the restrictions imposed by the Annual General Meeting, the Articles of Association, the Supervisory Board or the Rules of Procedure for the management powers within the framework of the statutory provisions.
- (2) The resolutions of the Management Board are passed with a simple majority of votes, unless mandatory law or these Articles of Association prescribe a different majority. If the Management Board consists of more than two members, the chairman has the right to the casting vote in the event of a tie.
- (3) The Supervisory Board has the right to issue rules of procedure for the Management Board. If the Supervisory Board does not issue rules of procedure for the Management Board, the Management Board shall issue its own rules of procedure by unanimous resolution of all Management Board members, which require the approval of the Supervisory Board.
- (4) The rules of procedure for the Management Board determine the transactions for which the Management Board requires the approval of the Supervisory Board. The Supervisory Board can stipulate that other types of transactions require its approval.

## **§ 8 Representation of the Company**

The Company is represented by two Management Board members or one Management Board member together with an authorized signatory. The Supervisory Board can stipulate that all or individual members of the Management Board have sole power of representation. The Supervisory Board can exempt all or individual members of the Management Board from the ban on multiple representation in accordance with Section 181 2nd Alt. BGB.

## **III. Supervisory Board**

### **§ 9 Duties and powers of the Supervisory Board**

- (1) The Supervisory Board has all the duties and rights that are assigned to it by law, the Articles of Association or in some other way, in particular by rules of procedure that the Supervisory Board sets itself.
- (2) The Supervisory Board is entitled to make amendments to the Articles of Association that only affect the wording.

### **§ 10 Composition, term of office, resignation**

- (1) The Supervisory Board consists of six members.
- (2) The members of the Supervisory Board are elected by the Annual General Meeting. The members of the Supervisory Board are elected for the period up to the end of the Annual



General Meeting, which decides on the discharge for the fourth fiscal year after the start of their term of office. The fiscal year in which the term of office begins is not included in the calculation. The Annual General Meeting can determine a shorter term of office. Re-election is permissible. Supplementary elections take place for the remaining term of office of the member who has left, unless the Annual General Meeting decides otherwise.

- (3) The Annual General Meeting can simultaneously appoint substitute members for the members of the Supervisory Board to be elected, who will take the place of prematurely retired members of the Supervisory Board in a sequence to be determined by the Annual General Meeting at the time of election. If a substitute member takes the place of the resigning member, his or her office expires at the end of the next Annual General Meeting in which a new election takes place, but at the latest when the term of office of the resigned member of the Supervisory Board expires. If the Annual General Meeting holds a new election for a member of the Supervisory Board who has left the Supervisory Board and who has been replaced by a substitute member, the latter shall resume their position as substitute member.
- (4) Each member or substitute member of the Supervisory Board can resign from office by notifying the Company in writing, represented by the Chairman of the Supervisory Board or, in the event of the Chairman of the Supervisory Board resigning from office, by their deputy. The resignation must be made with a notice period of four weeks, unless the resignation takes place for good cause with immediate effect. The Chairman of the Supervisory Board – or, in the event that the Chairman of the Supervisory Board resigns, their deputy – can agree to a shortening of the resignation period or to a waiver of the observance of the resignation period.

#### **§ 11 Chair and deputy**

- (1) The Supervisory Board elects a chairman and a deputy chairman from among its members in a meeting that is not specifically convened following the Annual General Meeting during which the members of the Supervisory Board were appointed by the Annual General Meeting. For the duration of the election, the oldest member of the Supervisory Board chairs the meeting.
- (2) Unless a shorter term of office is determined during the election, the election is for the entire term of office of the elected Supervisory Board member. If the chairman or their deputy resigns before the end of the term of office, a successor will be elected immediately for the remainder of their term of office.
- (3) The deputy only has the rights and duties of the chairperson if mandatory law or these Articles of Association expressly confer these rights and duties on them.
- (4) Declarations of intent by the Supervisory Board are made in the name of the Supervisory Board by the chairman – if they are unable to do so, by their deputy. The chairman – in their absence their deputy – is authorized to accept declarations on behalf of the Supervisory Board.

**§ 12 Meetings and resolutions of the Supervisory Board**

- (1) The meetings of the Supervisory Board are held at the Company's registered office or at another venue to be specified in the invitation. The Supervisory Board must hold two meetings per half calendar year.
- (2) The Chairman of the Supervisory board – or their deputy if they are unable to do so – issues invitations to the meetings of the Supervisory Board in writing, by fax or by e-mail, giving two weeks' notice. In cases that are considered urgent, the convocation period can be shortened and invitations to the meeting can also be issued verbally, by telephone or by other suitable electronic means. The day of the invitation is not counted when calculating the convocation period.
- (3) The invitation to the Supervisory Board meeting must include the agenda and the items to be resolved. Any preparatory documents are generally to be sent to the members of the Supervisory Board at least one week before the meeting. Specific motions for resolutions are to be sent to them in good time so that members of the Supervisory Board who are absent from the meeting can exercise their right to cast their votes in writing.
- (4) Items or motions that are not on the agenda or have not been properly communicated to the members of the Supervisory Board shall only be admitted to resolutions if no member of the Supervisory Board present at the meeting objects and absent members of the Supervisory Board are given the opportunity to object to the resolution within a reasonable period of time to be determined by the Chairman; the resolution shall only become effective if the absent members of the Supervisory Board have not objected within the period.
- (5) The Supervisory Board has a quorum if all members of the Supervisory Board have been duly invited and at least half of the members that make up the Supervisory Board take part in the passing of the resolution. When determining the quorum, members of the Supervisory Board who abstain from voting will be counted.
- (6) Meetings of the Supervisory Board and its committees can also be held in the form of video conferences at the request of the chairman or, if they are unavailable, their deputy. In justified exceptional cases, members of the Supervisory Board can also take part in a meeting of the Supervisory Board and its committees by telephone or video conference.
- (7) Members of the Supervisory Board who also do not attend the meeting in accordance with paragraph (6) can participate in the resolutions of the Supervisory Board and its committees by sending written votes (also by e-mail or fax) to the person inviting to the meeting before the vote. This also applies to the second vote of the chairman.
- (8) The chairman – or their deputy if they are unable to do so – can bring about a resolution of the Supervisory Board by means of a vote in writing, by telephone, by fax, by e-mail or by means of other common communication media – as well as by a combination of these communication media. The chairman determines the details of the procedure. This regulation applies accordingly to decision-making in committees.

- (9) Resolutions are passed with a simple majority of the votes cast, unless other majorities are required by law. When determining the voting result, abstentions are not counted. If a vote results in a tie, the vote of the Chairman of the Supervisory Board decides. If no chairman is elected or if the chairman does not take part in the vote, a motion is deemed rejected in the event of a tie. This provision applies mutatis mutandis to the passing of resolutions in committees, with the proviso that the chairman of the committee takes the place of the Chairman of the Supervisory Board, unless mandatory statutory provisions conflict with this.
- (10) Minutes must be taken of the meetings and resolutions of the Supervisory Board and its committees as evidence, but not as a requirement of effectiveness, which must be recorded by the person chairing the meeting or, in the case of paragraph (8) to be signed by the Chairman of the Supervisory Board. The minutes indicate the place, date and time of the meeting and/or resolution, the participants, the items on the agenda, the essential content of the negotiations, the voting results and the resolutions of the Supervisory Board and/or of the committee. A copy of the minutes is to be forwarded to each member of the Supervisory Board without delay.

### **§ 13 Supervisory Board remuneration, indemnity insurance**

The Annual General Meeting decides on the remuneration for members of the Supervisory Board and its committees. The remuneration also includes bearing the costs for indemnity insurance (so-called "D&O insurance"), which is taken out by the Company for the members of the Supervisory Board. This insurance is taken out with an appropriate insured sum and a deductible of 10 % of the respective claim. The deductible is limited to one-and-a-half times the fixed annual remuneration of the respective Supervisory Board member for all claims arising within an insurance year. The Company bears the costs for this insurance.

## **IV. Annual General Meeting**

### **§ 14 Convocation of the Annual General Meeting**

- (1) The Annual General Meeting is held at the Company's registered office, a location within a radius of 100 km (linear distance) from the Company's registered office, or in a German city with at least 50,000 inhabitants.
- (2) The Annual General Meeting is convened by the Management Board. The statutory right of other bodies and persons to convene the Annual General Meeting remains unaffected.
- (3) Unless the law stipulates a different period, the Annual General Meeting must be convened at least thirty days before the date of the Annual General Meeting by means of an announcement in the Federal Gazette. This convocation period is extended by the days of the registration period (§ 15 (1) of the Articles of Association). When calculating the deadline, the day of the announcement of the convocation and the day of the Annual General Meeting are not counted.

- (4) For the transmission of notifications about the convocation according to § 125 (2) clause 1 AktG and § 128 (1) clause 1 AktG, electronic communication is sufficient in accordance with the statutory provisions. The Management Board is also entitled to send notifications in paper form.
- (5) The Management Board can permit the transmission of the Annual General Meeting in whole or in part in image and sound via electronic or other media. Reference must be made to this in the notice of the convocation of the Annual General Meeting.

#### **§ 15 Prerequisites for participation and exercising voting rights, voting rights**

- (1) Shareholders who have registered with the Company at the address given in the invitation at least six days before the meeting are entitled to participate in the Annual General Meeting and to exercise their voting rights. The day of the Annual General Meeting and the day of receipt of the registration are not included in the calculation. A shorter period, measured in days, can be stipulated in the convocation. The registration must be in text form (§ 126b BGB) and must be in German or English.
- (2) The shareholders must also prove their entitlement to attend the Annual General Meeting and to exercise their voting rights. For this purpose, proof of their share ownership by the custodian institution in text form, which is written in German or English, is sufficient. The proof of share ownership must refer to the beginning of the twenty-first day before the Annual General Meeting and must be received by the Company at the address given in the invitation at least six days before the meeting. The day of the Annual General Meeting and the day of receipt of the proof are not included in the calculation. A shorter period, measured in days, can be stipulated in the convocation.
- (3) Each share grants one vote.
- (4) The right to vote can be exercised by proxy. The granting of the power of attorney, its revocation and proof of the power of attorney to the Company must be in text form (§ 126b BGB). A simplification can be specified in the convocation for the Annual General Meeting. § 135 of the German Stock Corporation Act (AktG) remains unaffected. If a shareholder authorizes more than one person, the Company may reject one or several of them.
- (5) The Management Board can stipulate that shareholders may cast their votes in writing or by means of electronic communication (electronic absentee vote) without attending the meeting. The Management Board also determines the details of the procedure, which it announces when the Annual General Meeting is convened.
- (6) The Management Board can also stipulate that shareholders may also take part in the Annual General Meeting without being present at its location and without a proxy, and that they can exercise all or some of their rights in whole or in part by means of electronic communication (electronic participation). The Management Board can also make provisions on the scope and procedure of participation and the exercise of rights in accordance with clause 1.

## **§ 16 Chair of the Annual General Meeting**

- (1) The Chairman of the Supervisory Board or another member of the Supervisory Board determined by the Chairman of the Supervisory Board shall chair the Annual General Meeting. If neither the Chairman of the Supervisory Board nor the other member appointed by them is present, the members of the Supervisory Board present at the Annual General Meeting elect the chairman of the meeting.
- (2) The chairman chairs the meeting. They determine the order of the items to be discussed as well as the order and the type and form of voting. The chairman can set a reasonable time limit on the shareholders' right to ask questions and to speak. In particular, they are entitled to set a reasonable time frame for the entire course of the Annual General Meeting, for the discussion of individual items on the agenda, and for individual speeches or questions at the beginning of the Annual General Meeting or during its course. In addition, the chairman can order the closure of the debate to the extent necessary for the proper conduct of the Annual General Meeting.

## **§ 17 Resolutions**

The resolutions of the Annual General Meeting are passed with a simple majority of the votes cast, unless otherwise stipulated by mandatory provisions of the German Stock Corporation Act. Insofar as the German Stock Corporation Act also stipulates a majority of the share capital represented when the resolution is passed, a simple majority of the capital represented is sufficient to the extent permitted by law.

## **V. Annual financial statements and appropriation of retained earnings; start-up expenses**

### **§ 18 Financial reporting**

- (1) In the first three months of the fiscal year, the Management Board must prepare the annual financial statements and the management report as well as the consolidated financial statements and the Group management report for the past fiscal year and submit them to the Supervisory Board and the auditor without delay. At the same time, the Management Board has to submit to the Supervisory Board the proposal that it intends to make to the Annual General Meeting for the appropriation of retained earnings.
- (2) The Supervisory Board must examine the annual financial statements, the management report of the Management Board, the proposal for the appropriation of retained earnings as well as the consolidated financial statements and the Group management report and report the result of the examination in writing to the Annual General Meeting and also comment on the result of the audit of the annual financial statements and the consolidated financial statements by the auditor or the opinion of the auditor of the consolidated financial statements. They must forward their report to the Management Board within one month after receipt of the submissions. If the Supervisory Board approves the annual financial statements after examining them, they are adopted unless the Management Board and Supervisory Board decide to leave the adoption of the annual financial statements to the Annual General Meeting.

- (3) If the Management Board and the Supervisory Board approve the annual financial statements, they are authorized to allocate part or all of the annual surplus, which remains after deducting the amounts to be allocated to the statutory reserve and a loss carryforward, to other revenue reserves. The allocation of more than half of the net profit for the year is not permitted if the other revenue reserves exceed half of the share capital or would exceed this after the allocation.

**§ 19 Formation expenses**

- (1) The Company bears the necessary costs of its formation (notary and court fees, publication costs, and fees for consulted lawyers and tax advisers consulted) in the amount of EUR 2,500.00.
- (2) The Company bears the costs associated with the change of legal form from SLM Solutions Holding GmbH to SLM Solutions Group AG (in particular notary and court fees, publication costs, legal and tax consulting costs, expert costs, bank costs) up to a total amount of EUR 100,000.00.

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The amended provisions of the Articles of Association in the above Articles of Association of SLM Solutions Group AG based in Lübeck agree with the resolution of the Supervisory Board on May 31, 2023 on the amendment of the Articles of Association and the unchanged provisions with the complete wording of the Articles of Association most recently submitted to the commercial register.

Lübeck, June 5, 2023

Wilken Willand  
Notary