

**Articles of Association**

**of**

**Crealogix Holding AG,**

**with its registered office in Zurich**

**Company, registered office, purpose and nature**

*Art. 1 Company, registered office and term*

The company Crealogix Holding AG is a stock corporation based in Zurich with an unlimited term.

*Art. 2 Purpose*

The purpose of the company is to acquire, manage on an ongoing basis and dispose of equity interests in domestic and foreign companies of all kinds, in particular in the fields of production, trade and services in the field of IT and data communication as well as hardware and software. The company may enter into all transactions and conclude contracts which are suitable to promote the purpose of the company and the companies affiliated with it, or which are directly or indirectly connected therewith, and may establish branch offices in Switzerland and abroad. The company may acquire, hold and sell land.

**Share capital, shares, shareholders**

*Art. 3 Share capital*

The share capital of the company is CHF 11'183'216.-- and is divided into 1'397'902 registered shares with a nominal value of CHF 8 each, which are fully paid up.

Ownership or usufruct of shares and any exercise of shareholder rights implies acceptance of the Articles of Association as amended from time to time.

By amending the Articles of Association, the company may convert registered shares into bearer shares and bearer shares into registered shares at any time.

*Art. 3a Authorised capital*

The Board of Directors is authorised at any time until 27 October 2023 to increase the share capital in one or more stages up to a maximum of CHF 2'400'000.-- by issuing up to 300'000 fully paid up registered shares with a par value of CHF 8 each. The respective issue date and amount, the date of dividend entitlement and the type of contributions are determined by the Board of Directors.

Increases by way of firm underwriting and increases in partial amounts are permitted.

The Board of Directors is entitled to exclude shareholders' subscription rights in whole or in part and to allocate them to third parties if such new shares are to be used (1) to acquire companies by exchanging shares or (2) to finance the acquisition of companies, parts of companies or equity interests or new investment projects of the company or (3) to place shares on the capital market. Shares for which subscription rights have been granted but not exercised are to be used by the Board of Directors in the interest of the company or forfeited. Increasing the share capital through conversion of freely usable equity in accordance with Art. 652d CO is permissible.

*Art. 3b Contingent capital*

The share capital of the company shall be increased, precluding the subscription rights of shareholders, by a maximum of CHF 2'399'248.-- by issuing a maximum of 299'906 registered shares with a par value of CHF 8 each, to be fully paid up, by exercising conversion and/or option rights granted in connection with the issue of convertible bonds, warrant bonds or other financial market instruments of the company or group companies.

The respective holders of conversion and/or option rights are entitled to acquire the new shares.

*Art. 4 Share securities*

The registered shares are issued in the form of book-entry securities.

The shares are held in safe custody as intermediated securities. The company may withdraw shares held as intermediated securities from the custody system.

The shareholder may at any time request a certificate of the registered shares in their possession. However, shareholders are not entitled to have certificates for registered shares printed and delivered.

The company may, on the other hand, at any time print and deliver certificates for registered shares and, with the consent of the shareholder, cancel issued certificates which are delivered to it without substitution and replace them with book-entry securities at its own expense.

If shares are printed, they bear the signatures of two members of the Board of Directors. These signatures can be facsimile signatures.

The company may in any case issue certificates for a plurality of shares.

*Art. 5 Register of shares and book-entry rights*

For registered shares, the Board of Directors keeps a share register in which owners and usufructuaries are entered by name and/or by company and registered office. Only persons entered in the share register are considered shareholders or usufructuaries in relation to the company.

If the entry of an acquirer is based on false information, the acquirer may be deleted from the share register after having been heard.

Each shareholder must report their domicile and any change of domicile to the company for entry in the share register.

The Board of Directors keeps a register of the book-entry rights issued by the company, in which the number and denomination of the book-entry rights issued and the shareholders are entered.

The Board of Directors regulates the responsibilities for the maintenance of the share register and the book-entry rights register as well as the conditions for the recognition of persons as shareholders or usufructuaries with or without voting rights and their entry in the share register.

The Board of Directors may delegate the maintenance of the share register and the book-entry rights register to third parties.

*Art. 6 Duty to make an offer*

An acquirer of shares in the company is obliged to make a public offer to acquire if the corresponding thresholds are exceeded pursuant to Art. 135 of the Financial Market Infrastructure Act (FinfraG, Finanzmarktinfrastrukturgesetz).

## **Governing bodies of the company**

*Art. 7 Governing bodies*

Governing bodies of the company are:

- a) The General Meeting
- b) The Board of Directors
- c) The auditors

## **The General Meeting**

*Art. 8 Ordinary and Extraordinary General Meetings*

The General Meeting is the supreme body of the company. The General Meeting is responsible for dealing with all matters which are assigned to it by law or the Articles of Association and which do not necessarily have to be dealt with by other bodies of the company by law.

The Ordinary General Meeting is held once a year within six months of the end of the financial year.

Extraordinary General Meetings are held by resolution of the Board of Directors or if shareholders representing at least ten percent of the share capital request the Board of Directors to hold an Extraordinary General Meeting.

*Art. 9 Convocation*

The General Meeting is convened by the Board of Directors.

The meeting must be convened no later than twenty days before the date of the meeting by notice in accordance with Article 38 of the Articles of Association.

The convocation must state the items on the agenda and the motions of the Board of Directors and the shareholders who have called for a general meeting to be held. Furthermore, agenda items and motions submitted in writing to the Board of Directors by shareholders representing shares with a nominal value of at least one million Swiss francs must also be placed on the agenda before the meeting is convened.

The invitations to the Ordinary General Meeting must contain the notice that the annual report, the remuneration report and the audit report as well as the motions of the management regarding the appropriation of net profit are available for inspection by shareholders at the registered office of the company and at any branch offices.

*Art. 10 Unannounced matters*

Subject to the provisions of the Full Shareholders' Meeting, no resolutions may be passed on matters which have not been announced in the form provided for in Art. 9, with the exception of a motion to convene an Extraordinary General Meeting or to conduct a special audit.

On the other hand, no prior notice is required for the submission of motions within the framework of the matters to be discussed and for negotiations without a resolution.

*Art. 11 Edition of the annual report and audit report*

At least 20 days before the Ordinary General Meeting, the annual report, the remuneration report and the auditor's report must be made available for inspection by shareholders at the company's registered office. In the convocation to the General Meeting, reference must be made to this edition and to the right of shareholders to request delivery of these documents.

*Art. 12 Full Shareholders' Meeting*

If no objection is raised, the owners or representatives of all shares may hold a General Meeting without observing the formal requirements for convening the meeting.

All matters falling within the scope of business of the General Meeting can be validly negotiated and resolutions passed at this meeting as long as the owners or representatives of all shares are present.

*Art. 13 Conducting the General Meeting*

The meeting is chaired by the Chairman or Vice-Chairman of the Board of Directors. If they are prevented from attending, the meeting shall elect a Chairman for the meeting.

The Board of Directors shall ensure that the minutes are properly kept. The Chairman appoints the secretary and the tellers from among those present, who do not have to be shareholders of the company.

*Art. 14 Voting rights and proxies*

Shareholders entered in the share register are entitled to vote at the General Meeting. Each share entitles the holder to one vote.

Each shareholder may be represented at the General Meeting by a person authorised in writing, who need not be a shareholder, or by the independent proxy. The Board of Directors decides on the validity of the proxy.

In the invitation to the General Meeting, the Board of Directors announces the details of the written and electronic proxies and instructions.

The General Meeting elects a natural or legal person or partnership as an independent proxy for a term of office until conclusion of the next Ordinary General Meeting. Re-election is permissible. If the company does not have an independent proxy, the Board of Directors will appoint one for the next General Meeting.

*Art. 15 Passing of a resolution*

The General Meeting elects and passes its resolutions by an absolute majority of the votes present and represented, unless a qualified majority is mandatorily required by law or the Articles of Association. Votes and resolutions are generally passed by open ballot. However, the General Meeting may, upon request, decide by secret ballot for individual matters.

If the vote is not decided in the first ballot, a second ballot shall take place in which the relative majority decides.

The Chairman has no casting vote.

## **The Board of Directors**

*Art. 16 Composition, term of office, constitution*

The Board of Directors consists of three to five members. Only shareholders of the company may be elected to the Board of Directors.

As a rule, the members of the Board of Directors and its Chairman are elected individually at the Ordinary General Meeting for a term of one year each. The term of office of the members of the Board of Directors and its Chairman end at the close of the next Ordinary General Meeting. Prior resignation or removal is reserved. New members enter into the term of office of the members they replace. Re-election is permissible. If the office of Chairman is vacant, the Board of Directors shall appoint a new Chairman for the remaining term of office.

Subject to the election of the Chairman and the members of the Remuneration Committee by the General Meeting, the Board of Directors constitutes itself. It appoints a Vice-Chairman. The Board of Directors may also appoint a secretary, who does not have to be a member of the Board of Directors.

*Art. 17 Representation*

The authority of the Board of Directors to represent the company to the outside world is determined by its entry in the Commercial Register.

*Art. 18 Meetings, minutes*

The Board of Directors meets at the invitation of the Chairman or at the request of a member, but at least four times a year.

If a member requests that a meeting be convened, they shall submit a request to the Chairman stating the reasons why such a meeting should be convened. In this case, the Chairman shall convene a meeting within twenty days of receipt of the request.

Minutes of the meeting shall be taken and signed by the Chairman and the secretary.

*Art. 19 Passing of a resolution*

The Board of Directors constitutes a quorum if a majority of its members is present. No quorum is required if the purpose is only to determine the implementation of a capital increase and resolve the resulting amendment to the Articles of Association.

The Board of Directors passes its resolutions by a majority of the votes cast. In the event of a tie, the Chairman has the casting vote.

Resolutions by circular letter are permissible, provided that no member requests oral deliberation.

*Art. 20 Duties and powers*

The Board of Directors holds the ultimate direction of the company and exercises supervision and control over its management. It determines the organisation and issues guidelines for the business policy.

The Board of Directors is responsible for all matters not reserved for another body by law or the Articles of Association. In particular, the Board of Directors has the following responsibilities:

- ultimate direction of the company and issuing the necessary instructions;
- determining the organisation;
- structuring the accounting system, financial control and financial planning, insofar as this is necessary for the management of the company;
- appointment and dismissal of the persons entrusted with management and representation;
- overall supervision of persons entrusted with the management, in particular with regard to compliance with the law, the Articles of Association, regulations and instructions;
- preparation of the management report and preparation for the General Meeting and the execution of its resolutions;
- preparation of the remuneration report;
- notifying the court in the event of overindebtedness;
- passing of a resolution on the subsequent paying-in of shares not fully paid up;
- resolution to increase the share capital in the case of an approved capital increase;

- resolutions on the establishment of ordinary, authorised and contingent capital increases and the resulting amendments to the Articles of Association as well as the required capital increase reports;
- appointment of persons authorised to represent the company.

*Art. 21 Delegation of competence*

The Board of Directors may delegate all or part of the management to a committee, to individual members or to third parties. In this case, it issues organisational regulations governing the delegated tasks, the responsible bodies and reporting.

*Art. 22 Rights and duties of the Board of Directors*

Each member has the right to request information on the affairs of the company in accordance with Art. 715a of the Code of Obligations.

The Board of Directors shall act with due care in the management of the company and shall safeguard the interests of the company in good faith.

The members of the Board of Directors are entitled to reimbursement of their expenses incurred in the interests of the company and to compensation corresponding to their activities and responsibilities, which is determined by the Board of Directors itself.

*Art. 23 Remuneration committee*

The Remuneration Committee consists of at least two non-executive members of the Board of Directors. If the Remuneration Committee is not fully composed, the Board of Directors appoints the missing members for the remaining term of office.

The members of the Remuneration Committee are individually elected by the General Meeting. Their term of office ends with the conclusion of the next Ordinary General Meeting. Only members of the Board of Directors may be elected. Re-election is possible.

The Remuneration Committee is organised within the limits permitted by law and the Articles of Association. The Chairman of the Remuneration Committee is appointed by the Board of Directors. The Board of Directors may specify further details on the organisation and decision-making process of the Remuneration Committee in the Organisational Regulations or in separate regulations.

The Remuneration Committee supports the Board of Directors in designing and implementing the principles and rules for remuneration (Remuneration Strategy) and deals with all Board of Directors transactions in the area of remuneration. The Remuneration Committee proposes to the Board of Directors the type and amount of annual remuneration for the members of the Board of Directors and the Executive Board as well as the financial and non-financial, personal annual targets for the variable performance-related remuneration of the Executive Board. In addition, the Remuneration Committee prepares the Remuneration Report for the Board of Directors and the proposals of the Board of Directors to the General Meeting on the total amount of remuneration for the Board of Directors and the Executive Board. The Board of Directors may assign further tasks to the Remuneration Committee, which are governed by the Organisational Regulations issued by the Board of Directors.

## **Auditors**

### *Art. 24 Composition, term of office*

The General Meeting elects one or more natural or legal persons as auditor(s), who must satisfy the specific professional requirements within the meaning of Art. 727b CO. The term of office is 1 year. Re-election is permissible.

### *Art. 25 Duties*

The auditors are responsible for the duties assigned to them by law.

The General Meeting may extend the duties and powers of the auditors at any time, but no duties of the Board of Directors may be delegated to the auditors or other duties that affect the independence of the auditors.

## **Remuneration of the members of the Board of Directors and the Executive Board**

### *Art. 26 Principles of the remuneration system*

The purpose of the company's remuneration system is to promote sustainable company results by means of an appropriate and controlled assumption of risk. In addition, it is intended to promote the interests of shareholders, to satisfy the corresponding responsibility and management function and to establish a bond between qualified persons and the company.

The remuneration of the members of the Board of Directors and the Executive Board may be paid by the company or by subsidiaries controlled by the company.

### *Art. 27 Remuneration of the Board of Directors*

The members of the Board of Directors receive performance-related and non-performance-related fixed remuneration, which can be paid in full or in part in participation rights. The Board of Directors or, if delegated to it, the Remuneration Committee determines the ratio of the basic amount in cash and participation rights, calculation of participation rights, vesting periods and other points.

The remuneration of the members of the Board of Directors consists of a fixed fee and may include further remuneration elements (e.g. flat rate for expenses or meetings in committees).

### *Art. 28 Remuneration of the Executive Board*

The members of the Executive Board receive a remuneration consisting of a fixed basic salary and a results- and performance-related variable remuneration. The annual variable remuneration may be paid in whole or in part in participation rights. The variable remuneration is based on financial and/or non-financial personal targets.

At the request of the Remuneration Committee, the Board of Directors determines the variable, results- and performance-related remuneration of the members of the Executive Board on the basis of the following principles:



- a) the financial ratios of the company to determine annual targets;
- b) the ratio of the allocation between the variable remuneration in cash and in participation rights;
- c) the weighting of the financial and non-financial personal annual targets for determining the variable remuneration (if applicable);
- d) the vesting period for the allocated participation rights;
- e) further conditions for the allocation of participation rights.

*Art. 29 Supplement*

For the remuneration of members of the Executive Board appointed or promoted after approval of the relevant total amount, the Board of Directors has recourse to a supplement per remuneration period which may not exceed 40% of the last approved total remuneration for the Executive Board.

*Art. 30 Approval of the remuneration*

The General Meeting approves annually and separately at the proposal of the Board of Directors:

- a) the total remuneration of the Board of Directors for the period until the next Ordinary General Meeting;
- b) the total fixed remuneration of the Executive Board for the current financial year;
- c) the total variable remuneration of the Executive Board for the current financial year.

If the General Meeting does not approve a proposal of the Board of Directors, the Board of Directors shall determine the corresponding (maximum) total amount or several (maximum) partial amounts taking into account all relevant factors. The Board of Directors shall submit the amount or amounts thus determined to the same General Meeting, a subsequent Extraordinary General Meeting or the next Ordinary General Meeting for approval.

The company, or companies controlled by it, may pay remuneration prior to approval by the General Meeting, subject to subsequent approval by the General Meeting.

The Board of Directors may submit to the General Meeting the total amount of the effectively paid variable remuneration of the Executive Board for the previous, completed financial year (according to the Remuneration Report) for an advisory vote.

**External mandates, contracts with members of the Board of Directors and the Executive Board and loans and credit**

*Art. 31 External mandates*

Members of the Board of Directors may hold a maximum of three, and members of the Executive Board a maximum of two mandates as members of the highest management and administrative bodies of other listed companies. In addition, members of the Board of Directors may hold a maximum of ten, and members of the Executive Board a maximum of two mandates as members of the highest management or administrative bodies of non-listed legal entities.

Mandates in companies controlled by the company or controlling the company as well as mandates held by the member in the exercise of their function

as a member of the Board of Directors or Executive Board do not count as external mandates for this provision.

Mandates with affiliated companies outside the company as well as mandates which are performed in the exercise of such a mandate function are to be counted as one mandate for this provision.

Mandates in associations, non-profit organisations, foundations, trusts and company pension funds are not subject to the above restrictions. Members of the Board of Directors may, however, hold a maximum of eight such mandates and members of the Executive Board a maximum of six.

*Art. 32 Contracts with members of the Board of Directors and the Executive Board*

The term and termination of contracts with members of the Board of Directors depend on their term of office and the law.

Employment contracts with the members of the Executive Board may have a fixed term of up to one year or be concluded for an unlimited period. Unlimited employment contracts include a maximum notice period of 12 months.

Employment contracts with members of the Executive Board may contain non-competition clauses for a maximum period of one year after termination of the contract. The consideration for such non-competition is limited per year to the fixed remuneration for the corresponding member of the Executive Board.

*Art. 33 Loans, credit and pension benefits*

Loans, credit and pension benefits to members of the Executive Board outside the scope of occupational pensions are granted by the Board of Directors under the terms and conditions set out by the latter. The maximum amount may not exceed the fixed annual remuneration for the member in question.

## **Financial year, accounting system**

*Art. 34 Financial year*

The financial year ends on the date determined by the Board of Directors.

*Art. 35 Accounting system*

The accounts of the company are to be kept in accordance with proven commercial principles; the balance sheet and the income statement are to be prepared in compliance with the statutory regulations.

At the proposal of the Board of Directors, the General Meeting may decide to establish extraordinary reserves in addition to the legal reserves.

## **Amendment of these Articles of Association and liquidation**

### *Art. 36 Amendment of these Articles of Association*

If an amendment to these Articles of Association is proposed, the text of the proposed amendment must be presented in the invitation to the General Meeting.

### *Art. 37 Liquidation*

Unless special liquidators are appointed by the General Meeting which passes the liquidation resolution, the liquidation shall be carried out by the last Board of Directors appointed.

## **Publication venue**

### *Art. 38 Announcements*

Notices to shareholders and announcements are published in the Swiss Official Gazette of Commerce. The Board of Directors may appoint further publication venues.

Insofar as the company is aware of the names and addresses of all shareholders and unless the law or the Articles of Association require otherwise, notices to the shareholders may also be made by letter to the addresses recorded in the share register. In this case, publication in the Swiss Official Gazette of Commerce may be omitted.

In the event of flotation, the publications required in connection with the listing shall be made in accordance with the provisions of the SWX Swiss Exchange.

## **Contributions in kind**

### *Art. 39 Contributions in kind*

As part of the approved capital increase of 27 March 2018 and pursuant to the contribution in kind agreement dated 27 March 2018, the company acquires a total of 657 registered shares in INNOFIS ESGM S.L., Barcelona, with a par value of EUR 100 at a valuation of CHF 28,220,000 from the in-kind contributors Mayfin Management Services S.L., Barcelona; José Miras Ridao, Barcelona; and David Andrés Estasen, Barcelona, for which Mayfin Management Services S.L., Barcelona received 164,050 registered shares with a par value of CHF 8 each, José Miras Ridao received 4,250 registered shares with a par value of CHF 8 each, and David Andrés Estasen received 1,700 registered shares with a par value of CHF 8 each, all at an issuing price of CHF 166 each.

Zurich, 30 October 2007  
Revised, Zurich, 2 November 2009  
Revised, Zurich, 3 November 2010  
Revised, Zurich, 2 November 2011  
Revised, Zurich, 15 November 2012  
Revised: Zurich, 4 November 2013  
Revised: Zurich, 2 November 2015  
Revised: Zug, 21 September 2017  
Revised: Zurich, 30 October 2017  
Revised: Zug, 27 March 2018  
Revised: Zurich, 13 September 2018  
Revised: Zug, 20 September 2019  
Revised: Zurich, 28 October 2019  
Revised: Zurich, 1 October 2020  
Revised: Zurich, 27 October 2021