

Articles of Association

§ 1 Name, Registered Office, Fiscal Year

- (1) The association bears the name

Silicon Saxony e. V.

- (2) The registered office of the association is Dresden.
- (3) The fiscal year of the association corresponds to the calendar year.

§ 2 Purpose of the Association

- (1) The purpose of the association is the targeted concentration of experience and expertise to provide support to those businesses and research facilities from the semiconductor, photovoltaics, electronics and software industries which have joined forces in the association and to their suppliers, with the aim of advancing the Saxon region into a globally recognized industrial site in the identified areas.

With regard to its members, the association is to perform the following duties:

- organization of regional, national and international cooperative projects in the fields of business and research
- providing consultancy services to entrepreneurs and founders of new businesses in the semiconductor, photovoltaics, electronics and software industries, locating investors
- concentration of experience and expertise as well as the establishment of an information and communication platform for the industries represented by the association
- regional and national representation of the association and of the industries represented by it
- support of members in the development of joint marketing strategies
- consultation service regarding financing and granted projects

- concentration of members' interests, involvement of the public and of political decision makers
 - cooperation with other interest groups and networks in the high-tech industries
 - promotion of research, teaching, education and further training
- (2) The association grants its members support and consultancy services in so far as its means allow. It will not be predominantly active in a business sense.
- (3) Moreover, the association is authorized to take any measures which are appropriate to promote the purpose of the association.

§ 3 Membership

- (1) Membership of the association as a full member is open to natural persons and legal entities as well as associations of individuals operating businesses in the high-tech industry, particularly in the semiconductor, photovoltaics, electronics and software industries, as well as their outfitters and suppliers active in research and development in the field of high technology; that perform specific supplier or service tasks for the high-tech industry or that in any other way contribute to promoting the purpose of the association.
- (2) In addition, sponsoring members may belong to the association. They shall not have to fulfil the preconditions set out in para 1.
- (3) The Executive Board decides on the admission of members.
- (4) The application for membership shall be submitted in writing. The application shall specify whether the applicant wishes to join the association as a full or as a sponsoring member. The applicant will be informed in writing of the decision regarding membership. The Executive Board is not obliged to state reasons for rejection to the applicant.
- (5) Persons who have rendered outstanding services to the association and its affairs may be awarded honorary membership at the request of the board by the general assembly. Honorary members are exempt from levies and fees and may participate in all activities of the association.

(6) Membership ends:

- a. upon resignation, which must be declared in writing to the Extended Board. Reference is made to Section 7 of the Contribution Regulation;
- b. upon formal exclusion in case of the presence of an important reason, which requires a resolution by the general assembly;
- c. upon exclusion which can be pronounced by the Executive Board without a resolution by the general assembly if membership fees have not been paid for at least two years;
- d. upon cessation of legal entities and associations of individuals and upon institution of insolvency proceedings;
- e. in the case of death of natural persons.

Upon withdrawal from the association, a member does not have any claims with regard to the association assets.

(7) The membership of a member may be suspended for 12 months by resolution of the Extended Board.

(8) Legal entities, partnerships and associations of persons may exercise their membership rights through a representative appointed in writing. This applies in particular to participation in general meetings and the exercise of voting rights.

§ 4 Contributions and other funds

(1) The financial means required to fulfil the purpose of the association are raised:

- through membership fees,
- through voluntary special contributions and other donations,
- through subsidies,
- through fees for services rendered by the association to members or third parties.

(2) The amount and due date of membership fees is to be laid down in a set of rules regarding contributions at the general assembly and shall be ratified by a voting majority of at least 75 %.

- (3) Grants, voluntary special and other contributions may be taken into consideration in operational planning only in as far as they have already been received or are subject to a binding promise to pay.

§ 5 Executive Bodies of the Association

The executive bodies of the association are:

- the general assembly
- the Executive Board
- the Extended Board
- the Advisory Board

§ 6 Calling and Execution of General Assembly

- (1) The ordinary general assembly takes place annually. An extraordinary general assembly is to be called when this is immediately relevant to the interests of the association, or when at least 30 % of members request this in writing, stating reasons and purpose.
- (2) The Executive Board calls the general assembly by written invitation or by email, stating the agenda as well as date, place and time of the general assembly. The invitation is sent to the last address of the member known to the office and shall be sent out at least three weeks prior to the date of the meeting. In the case of an extraordinary general assembly, it shall be sent at least one week before the date of the meeting.

The Executive Board determines the agenda; each member can apply to the Executive Board to have additional items included in the agenda one week prior to the meeting latest. In the case of an extraordinary general assembly, it shall be sent three days prior to the meeting latest. Response of the Executive Board to requests of this nature shall be at its own dutiful discretion. It is required to meet the request when this is supported by one tenth of the association members. The agenda can be altered or supplemented by a resolution of the general assembly.

- (3) On the proposal of a Chairperson, a person chairing the meeting and a secretary are to be elected at the beginning of the general assembly.

- (4) The majority of votes cast is decisive in passing a resolution, in as far as this does not conflict with these Articles of Association or with the law. Abstentions are not counted. Each member has one vote. Block votes, e.g. in the case of the election or discharge of members of the Extended Board, are permitted provided no participant objects.
- (5) The director of the general assembly decides on the manner of voting. An open ballot is usually carried out. Should at least one third of the members present or represented at the meeting request a secret ballot, this request is to be met.
- (6) Each member may be represented by another member in the general assembly on the basis of written authority. This applies to voting as well.
- (7) Minutes are to be drawn up regarding the progress of the general assembly and are to be signed by the person chairing the general assembly and by the secretary. It shall contain: place and time of the meeting, the name of the person chairing the meeting and of the secretary, the number of members present, and confirmation that the meeting was convened in accordance with the stipulations of these Articles, the agenda, the motions filed, voting results and the manner of voting. A copy of the minutes is to be sent to each member.
- (8) Resolutions may be passed outside general assemblies when at least two thirds of members approve of the resolution in writing, or by email. Resolutions may be proposed by the Extended Board only. They are to be communicated to members in writing, or by email. The Executive Board may fix a reasonable period of time, within which the votes are to be received by the association. Upon the invitation for written voting, notice shall thereby be given that, in accordance with these Articles, all prerequisites have been provided for this procedure.

§ 7 Scope of Authority of the General Assembly

(1) The general assembly resolves, in particular:

- a. the election of the Chairperson and the deputies in accordance with of § 9 para. 1 and 2 as well as the discharge of all members of the Executive Board;
- b. the approval of budgeting for the following fiscal year;
- c. alterations to the Articles of Association;
- d. the exclusion of a member according to the provisions of § 3 para 6 b);
- e. the dissolution of the association and the disposal of its assets.

Furthermore, the general assembly decides all further items which are expressly assigned to it by the terms of these Articles or by law.

(2) The following legal transactions require the approval by the general assembly:

- a. acquisition, disposal and encumbrance of properties and leasehold rights;
- b. acceptance of loans at an amount of more than 15,000 Euro in individual cases;
- c. voluntary contributions, issue of loans and the waiving of claims at an amount of more than 2,000 Euro in individual cases;
- d. all transactions which exceed the customary business operations of the association, matters of especial importance, as well as other extraordinary measures, particularly those where high risk is involved.

§ 8 Executive Board and Extended Board

- (1) The Board consists of the Executive Board (§ 9 below) and the appointed members of the Extended Board (Section 2 below). The Extended Board is responsible for the management of the association and must fulfil those administrative tasks that are not expressly assigned to the general assembly by the articles of association. The management of day-to-day business is the responsibility of the Executive Board, which is advised and supported by the managing director of the association, insofar as a managing director has been appointed in accordance with § 11.
- (2) The Executive Board appoints further members to the Extended Board for a period of two years. The appointed members of the Extended Board are usually individuals who are involved in the specialist areas or working groups. They can be dismissed by the Executive Board at any time and replaced by other individuals if necessary. Only ordinary members of the association and representatives or employees of ordinary members may be appointed members of the Extended Board.
- (3) Board within the meaning of § 26 BGB are the elected members of the Executive Board. They represent the association individually in and out of court. Each member of the Executive Board may be released from the restrictions of § 181 BGB by the general meeting in individual cases.
- (4) The members of the Extended Board are reimbursed for their documented expenses. The general meeting may decide on a lump sum remuneration for the members of the Extended Board.

§ 9 Executive Board

- (1) The Executive Board consists of the Chairman of the Board and up to four deputies (Executive Board members)
- (2) The members of the Executive Board are elected by the general meeting for a term of two years. Re-election is possible. The activity as Chairman is limited to a maximum of three terms of office.
- (3) After expiry of the term of office, the members of the Executive Board shall remain in office until a new election or reappointment. In the event of the premature departure of a

member of the Executive Board from office, the remaining members of the Executive Board may appoint a substitute member for the remaining term of office.

- (4) The Executive Board is responsible in particular for:
- a. preparing for the general assembly, especially drawing up and supplementing the agenda, as well as convening the general assembly;
 - b. deciding to convene extraordinary general assemblies;
 - c. accounting;
 - d. drawing up the annual report and the annual financial statement;
 - e. verification of the legal effectiveness of the resolutions of the general assembly, as well as the execution of resolutions;
 - f. communication of resolutions changing the Articles of Association to the Registration Court;
 - g. the proper administration and use of assets of the association;
 - h. the acceptance of members, the registration and deregistration of members in the membership register, the exclusion of members in accordance with § 3 para 5 c) of these Articles;
 - i. conclusion and termination of contracts with employees of the association, as well as their supervision;
 - j. public relations for the association.

§ 10 Internal Regulations of the Board

- (1) Board Meetings are convened by the Chairman or, if he or she is unable to do so, by a deputy as often as business requires. As a rule, they should be convened once every calendar quarter. They must be convened if a member of the Executive Board, the Extended Board or the management requests that they be convened. Meetings of the Executive Board are generally held monthly. Meetings can also be held by telephone or electronically (e.g. as a MS Teams meeting).

- (2) The Board has a quorum if all members have been invited and at least half of the members of the Extended Board, including at least two members of the Executive Board, are present.
- (3) Resolutions of the Board may also be passed outside meetings in writing, by telephone or by e-mail when all members of the Board agree to this method of passing resolutions or participate in the passing of resolutions.
- (4) The resolutions of the Board shall be adopted by simple majority, unless otherwise provided by these Statutes or by law. The Executive Board has the right to veto resolutions of the Board that are passed against the majority of the members of the Executive Board. If the Executive Board exercises its right of veto, the resolution must be submitted to the general meeting for approval. In the event of imminent danger, the Executive Board decides and subsequently submits the resolution to the general meeting for approval.
- (5) Minutes are to be drawn up with regard to the important items in the Board meetings and with regard to resolutions passed outside the meetings. They must contain the place and date of the meeting, the names of the participants, possible apologies, the topics discussed, the resolutions passed, and the relevant voting ratios in the passing of resolutions. The minutes shall be signed by the chairperson or, in his absence, by another member of the Executive Board and a copy shall be sent to all Board members and to the managing director without delay.
- (6) The provisions of this § 10 apply accordingly to meetings of the Executive Board.
- (7) The Board may issue framework rules of procedure for the work of the Board, the Advisory Board, the specialist areas and the working groups.

§ 11 Management

- (1) The Executive Board may appoint one or more full-time managing directors, who need not be members of the Association. If a managing director is appointed, the following regulations shall apply to him.
- (2) The managing director shall take part in the meetings of members even if he is not a member of the association.

- (3) The Managing Director may attend Executive and Extended Board meetings in an advisory capacity. He shall not have any voting rights. In individual cases, the managing director can be excluded from participation by a resolution of the Board.
- (4) The managing director shall prepare and execute the resolutions of the Executive Board and the Extended Board.
- (5) The business operations involved in the day-to-day administration are to be transferred to the managing director. The Executive Board is to grant him power of attorney to represent the association externally to a certain extent. Further details are to be regulated in a code of procedure for the managing director, which is to be drawn up by the Executive Board.
- (6) A contract of employment for the managing director is to be drawn up and signed.

§ 12 Advisory Board

- (1) The Advisory Board advises the Board. Its duty is to promote the interests of the association and its members, particularly among the public and governmental decision-makers. The Advisory Board is to promote the aims of the association to the best of its capability. In this context, the Advisory Board is always to act in close coordination with the Board.
- (2) The members of the Advisory Board may neither be members of the association nor employees of association members. The Extended Board appoints the Advisory Board for two years. The Advisory Board members can be dismissed by the Extended Board at any time and replaced by other persons if necessary. Members can make suggestions regarding the appointees to the Advisory Board. Only those persons who, on the basis of their personal skills and, in particular, on the basis of their connections, knowledge or experience, can guarantee their ability to represent the interests of the association and of its members in the best possible way, are to be appointed as members of the Advisory Board.
- (3) The members of the advisory board are to elect a chairperson and a deputy from their number. All Advisory Board members may attend meetings of the Executive Board and the Extended Board in an advisory capacity upon invitation.

- (4) The members of the Executive Board, the Extended Board and the Managing Director may participate in the Advisory Board meetings in an advisory capacity.

§ 13 Work groups and industry clusters

- (1) The Board can set up specialised departments and working groups of the association.
- (2) The members of the specialist areas and working groups shall be members of the association or an employee of a member.
- (3) In individual cases, personalities who are not members of the association or employees of association members may be admitted to work in working groups with the approval of the head of department.

§14 Alterations to the Articles of Association

Resolutions concerning alterations to the Articles of Association require a majority of at least 75 % of votes. They are to be submitted in a form certified by a public notary for entry in the Register of Associations.

§ 15 Dissolution

The dissolution of the association may be declared only by the general assembly with the approval of at least 75% of its members.

§ 16 Authorization of the Board

The Board is authorized to supplement or to amend these Articles of Association; in as far as parts of the Articles of Association are the subject of objections by the judge in charge of the Commercial Register. This authorization applies only to those amendments and supplements which are necessary for the remedial measures.

§ 17 Date of Establishment

The date of the establishment of the association: December 19, 2000
Last amendment to the Articles of Association: November 6, 2024