

Courtesy translation only - refer to the legally binding German version

Convenience translation from the German language:

STATUTES

of

**Bavarian International School gemeinnützige Aktiengesellschaft
(BIS gAG)**

PREAMBLE

The BAVARIAN INTERNATIONAL SCHOOL (BIS) is an educational institution that is state-approved partially as private school, and partially as supplementary school, which offers a home for all pupils, independent of race, sex, nationality, or religious affiliation, in particular for children coming from families of internationally working mobile professional and managerial staff.

Established in Hallbergmoos in 1991 with one class of six students, BIS has been able to support a large number of students on their way to reaching their full academic potential. In 2017, the school sent off more than 750 graduates who are now working in cross-functional teams and management positions all over the world.

By 1998 BIS had 530 pupils; this was when BIS moved to its current location: the Haimhausen castle. In 2015, new facilities with a nursery and primary school were opened in the city centre of Munich. As of 2017, the school educates more than 1,200 pupils per year who learn to live in an international society with people from more than 40 nations.

It is our goal to provide young people with the best school education in a setting integrating the latest equipment, aids and offerings for school education, sports and leisure time activities, based on contemporary learning methods, and to inspire them in a caring and committed international community to achieve excellence, to assume responsibility, and to be lifelong learners.

Since 1995, the internationally accepted Baccalaureate (IBDP), which is recognized as German Abitur in a specific combination of subjects, is the aim of the education. As of 2018, a practice-oriented degree will be offered in addition, namely the Careers Programme (IBCP). The primary language of instruction is English, beginning in the Early Years Learning Centres (starting at the age of 3). The students' mother tongues are supported separately.

The Bavarian International School is under the control of the government of Upper Bavaria; it is a member of several international school associations and is reviewed and supported by them. BIS enables their pupils to transition smoothly to many other types of schools and higher education institutes all over the world.

Until 2017, the school maintaining body was a non-profit association with the pupils' parents as members. In 2017 the members elected to transform into a charitable stock corporation / today's legal form in order to give a larger number of people the opportunity to actively support the school.

GENERAL PROVISIONS

§ 1

Firm, Seat, Fiscal Year

- (1) The firm of the corporation is:

**Bavarian International School gemeinnützige Aktiengesellschaft
in short: BIS gAG“**
- (2) The corporation has its registered seat in Munich.
- (3) The corporation's fiscal year is the school year. It commences on 1 August of each year and ends on 31 July of the following year. The duration of the corporation is not restricted to a specific time period.

§ 2

Purpose and Subject Matter of the corporation

- (1) The purpose of the corporation is the pursuit of exclusively and directly non profit purposes as defined in the paragraph "Privileged Tax uses" of the taxation regulations (Abgabenordnung).
- (2) The tasks of the corporation are exclusively non-profit, with the purpose of education and culture, whereby no political or confessional aims may be pursued. The corporation contributes to the promotion of the international community residing in Bavaria. In addition, the language and the culture of the host country are also promoted. The school is a niche school, for children of international mobile specialists and managers.
- (3) The purpose of the corporation is in particular achieved by establishing and operating an international school and pre-school with English as the primary language of instruction. Independent of race, gender, nationality, or religion, students are offered a qualified school education with a recognised final certification. The specialised particular national requirements of each country will, as far as possible and feasible, be considered.
- (4) The school will be operated in accordance with the legal requirements of the Bavarian school regulations as well as the German Constitution and run partly as an alternative school (Ersatzschule) for classes 1 to 9 and a supplementary school (Ergaenzungsschule) for classes 10 to 12. The corporation is the legal and financial representative of this school.
- (5) Purpose of the corporation as defined in section 23 subsection 3 of the German Stock Corporation Act is the establishing and operating of an international school and pre-school with the main language of education being English while solely and directly pursuing charitable purposes.

§ 3
Selflessness

- (1) The corporation will be non profit; it will not pursue any personal gains
- (2) Students are admitted in accordance with the admissions policy. The admission of pupils is based on admissions guidelines. Admission shall take place without discrimination based on race, sex, nationality, or religion, in accordance with pedagogic principles. Discrimination according to parental income is not permitted in grant receiving alternative schools (Ersatzschulen), as stated in the Bavarian education and school law (under Art 7, section 4 GG and art 96). Further, in accordance with Art. 7, sec 4 GG and Art. 96 of the Bavarian education and school law, for 25% of the students, no discrimination based on parental financial status is to take place in the supplementary school (Ergaenzungsschule).
- (3) The corporation's means may only be used in accordance with the purposes mentioned in the Articles of Corporation. The shareholders may not receive any profit share or any other allocations from the corporate means in their capacity as shareholders. After leaving the corporation they do not receive more than the capital shares they contributed and the general value of their personally contributed assets.
- (4) No person may be favoured by expenses that do not meet the purpose of the corporation, or by disproportionately high compensations.

§ 4
Announcements

The corporation's announcements are made in the Bundesanzeiger.

SHARE CAPITAL AND SHARES

§ 5
Amount of the Share Capital

- (1) The corporation's share capital will be EUR 500,000.00 (in words: five hundred thousand Euros).
- (2) The share capital is generated through the change of the legal form of the Association BAVARIAN INTERNATIONAL SCHOOL (BIS) e.V. registered in the Ledger of Associations (Vereinsregister) of the Local Court of Munich (Amtsgerichts Muenchen) under registration number VR 13209.

§ 6
Division of the Share Capital

The share capital is divided into 591 Unit shares.

§ 7
Registered Shares, Transfer of Shares

- (1) The shares are issued as registered shares. Each of the former members of the association BAVARIAN INTERNATIONAL SCHOOL (BIS) e.V. registered in the Ledger of Associations (Vereinsregister) of the Local Court of Munich (Amtsgericht) under registration number VR 13209 receives one share. With the transformation of the Association BAVARIAN INTERNATIONAL SCHOOL (BIS) e.V., the shareholders' obligation to pay a contribution is fulfilled. Further contributions are not required.
- (2) The shareholder's claim to obtain evidence for his or her shares is excluded.
- (3) The shares are only transferable with the corporation's approval. Such approval can be refused if the shares are not transferred to the corporation or to a person that does not meet the criteria stipulated in clause 5.
- (4) The Shareholder's Meeting is responsible for granting an approval. The General Shareholder's Meeting is entitled to transfer this responsibility to the Management Board or the Supervisory Board. Each shareholder, the Managing Board and the Supervisory Board are entitled to submit proposals to the Shareholders Meeting regarding the transfer of shares in the corporation's possession. The Managing Board or the Supervisory Board submit a proposal for resolution in each case of an applied transfer as well as for a transfer of the shares in the corporation's possession; the Shareholders Meeting is not bound to this proposal when making their decision. If the decision regarding an approval as described in sentence 1 relates to a member of the Managing Board or of the Supervisory Board, this member does not have a vote.
- (5) In their decision regarding the transfer of shares, the Shareholders Meeting has to consider the following criteria:
 - The shareholders of the corporation should be natural entities that feel obliged to promote the purposes stipulated in the preamble and the corporation's purpose on a voluntary basis because of their professional skills, their outstanding position in the society, or their extraordinary social commitment, and who are able to do so. Parents, who wish to contribute to the development of BIS can apply to become a shareholder as well.
 - The shares are to be transferred free of charge.

- Each shareholder shall hold only one share, except for foundations or a supporting association as defined in section 6.
 - The person suggested for taking over a share must agree to the free of charge transfer of the share.
- (6) The free of charge transfer of up to 10% of the shares to the corporation or to a foundation, whose only purpose is the promotion of the corporation, shall not require the approval of the General Shareholder's Meeting.
- (7) Shares that are transferred to the corporation or that are still in the corporation's possession shall be transferred to a shareholder fulfilling the criteria stipulated in clause 5 hereof in the next Shareholder's Meeting. The Managing Board is obliged to inform the Supervisory Board and the existing shareholders, in case shares are transferred to the corporation or are still in the corporation's possession for any other reason.

§ 8 **Redemption of Shares**

- (1) In case of the death of a shareholder, or once the last child of shareholders, who received shares of BIS e.V. as former members, leaves the BIS, the shares may be redeemed by the corporation free of charge and without reducing the share capital, if these shares are not transferred in accordance with § 7 (3) with the approval of the Shareholders Meeting or transferred to the corporation or a foundation as defined in paragraph 7 (6).
- (2) The corporation is also entitled to redeem the shares of shareholders that no longer comply with the preconditions described in § 7 (5), particularly shareholders that damage the corporation, moved to an unknown address, or are perpetually inactive, free of charge and without reducing the share capital.
- (3) The Managing Board decides about the redemption described in secs. (1) and (2) pursuant to Sec. 237 (6) German Stock Corporation Act (*AktG*) after consulting the Supervisory Board. The shareholder(s) concerned is/are entitled to file a complaint to the Shareholders Meeting, which will render a final decision.
- (4) The Managing Board is authorized to adjust the specification of the number of shares in the Articles of Corporation.
- (5) A redemption remuneration or compensation payment shall not be granted.
- (6) If more than 10 shares were redeemed (in each case), the Managing Board and the Supervisory Board have to propose to the General Shareholder's Meeting that new registered shares with limited transferability are issued without increasing the share capital.

CORPORATE BODIES

§ 9

Corporate Bodies of the corporation

The corporate bodies are:

- a) the Managing Board,
- b) the Supervisory Board,
- c) the Shareholder's Meeting.

THE MANAGING BOARD

§ 10

Composition of the Managing Board, Rules of Procedure

- (1) The Managing Board consists of at least one and not more than three members. The number of the Managing Board members is determined by the Supervisory Board; the appointment is valid for not more than 5 years. A repeated appointment or extension of the term of office is admissible by a maximum of 5 years in each case. Deputy members of the Managing Board may be appointed as well. The Supervisory Board may appoint a Chairperson of the Managing Board and a Deputy.
- (2) The members of the Managing Board may also be shareholders of the corporation.
- (3) The members of the Managing Board conduct the corporation's business in consideration with the laws and the provisions of these Articles of Corporation with their own responsibility. They are obliged to apply the care of a prudent and conscientious manager in all matters of the corporation.
- (4) The resolutions passed by the Managing Board require a simple majority of votes.
- (5) The Supervisory Board may pass Rules of Procedure to apply for the Managing Board and regulate the allocation of duties as well as the overall responsibilities of the Managing Board. Before passing the Rules of Procedure, the Supervisory Board hears the Managing Board. If the Supervisory Board waives the passing of Rules of Procedure for the Managing Board, the Managing Board unanimously subjects itself to Rules of Procedure in consideration with the employment contracts and other instructions of the Supervisory Board.
- (6) The Managing Board or the Chairman of the Board, respectively, is responsible for organising and coordinating the communication between the

Managing Board, the Supervisory Board, and the Shareholder's Meeting. The Managing Board or the Chairman of the Board, respectively, has to inform the Supervisory Board in a timely manner, conscientiously and comprehensively in consideration with the statutory provisions (among others Secs. 90 et seq. *AktG*) and make an effective and timely supervision and control of the management possible by means of regular contact and consultation of the Chairperson of the Supervisory Board or his/her deputy.

§ 11

Representation of the Corporation

- (1) If the Managing Board consists of two or more members, the corporation is represented jointly by two members of the Board, or by one member of the Board together with a proxy holder (*Prokurist*).
- (2) The Supervisory Board may determine that the representation of the corporation is taking place in any other form. The Supervisory Board may grant an authorization to individual or all members of the Board to represent the corporation on their own and be exempted from the limitations stipulated in Sec. 181 2nd alternative of the German Civil Code (*BGB*).

§ 12

Transactions Requiring Approval

- (1) Activities of the management cannot be assigned to the Supervisory Board. The Managing Board requires the Supervisory Board's approval for the following transactions:
 - a) Annual planning for each fiscal year, in particular revenue and cost planning, investment, personnel, finance and liquidity planning as well as the medium-term financial planning.

The specified business plans have to be compiled by the Managing Board for each year and additionally separately as periodical strategical plans. The plans have to be submitted to the Supervisory Board in due course before the beginning of the respective planning period without exceptions. If the Managing Board becomes aware of significant deviations from an approved annual planning or the periodical strategical plan, the Managing Board shall immediately inform the Supervisory Board and obtain the Supervisory Boards approval to the accordingly adjusted plans.
 - b) investments beyond the annual plans amounting to a volume of more than 20% of the investment reserves;
 - c) setting up of new areas of business;
 - d) purchase and selling of properties, leasehold rights and facilities as well as rights in properties;

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- e) mortgaging of properties and leasehold rights of the corporation as well as disposing of the rights in such properties and leasehold rights;
 - f) establishing new or extending existing facilities of the corporation as well as restoring any such facilities;
 - g) putting into operation of facilities on third parties' land;
 - h) taking in of financial loans, except for operating loans necessary for performing normal business operations;
 - i) taking over of warranties and guarantees;
 - j) undertaking notes payable and accepting bills of exchange;
 - k) establishing memberships;
 - l) granting of general powers of attorney and procuration;
 - m) closing, essentially modifying or annulling license agreements, cooperation agreements, contracts on lobby group interests and other corporate agreements;
 - n) determining and modifying of the organisation of the corporation or a strategic change of the curriculum;
- (2) Sec. 111 (4) sentence 2 of the *AktG* remains unaffected, the Articles of Corporation as well as the Supervisory Board may determine further specific managerial activities that are subject to approval.

SUPERVISORY BOARD

§ 13

Composition and Term of Office

- (1) The Supervisory Board consists of at least six and not more than nine members. The Supervisory Board members are elected by the Shareholder's Meeting.

- (2) Supervisory Board members may not be members of the Managing Board, permanent deputies of members of the Managing Board, proxy holders, or authorized representatives of the corporation entitled to operate the entire business at the same time. They may not be employed by the corporation, either. A former member of the Managing Board or a person who used to be employed by the corporation may only become a member of the Supervisory Board after the expiration of a three-year period after he/she left the Managing Board or after termination of employment. Whoever acts within the scope of action or on behalf of a competitor of the corporation cannot be elected as a member of the Supervisory Board. The term of office of the Supervisory Board members shall last until the completion of the General Shareholder's Meeting, in which the discharge of the Supervisory Board for the third fiscal year after the commencement of the term of office is decided upon. The fiscal year in which the term of offices commences is not included. The Statutes of Corporation or the general Shareholder's meeting may determine age limits or other general qualification requirements for the election of Supervisory Board members as well as non-competition clauses.

The General Shareholder's Meeting may also elect substitute members for all Supervisory Board members contemporaneously with the election of the Supervisory Board members. When electing the substitute members it has to be determined in what sequence the substitute members shall succeed. The substitute member takes over the office of a Supervisory Board member after such Supervisory Board member's premature withdrawal for the remainder of such member's term of office. If no substitute member has been determined, a successor may be appointed for the remainder of such member's term of office. A Supervisory Board member can be re-elected until such member reaches a fixed age limit, however, for not more than two additional terms of office.

§ 14 **Resignation**

Each member of the Supervisory Board and each substitute member of the Supervisory Board may resign from his/her office by means of a written declaration to be addressed to the Chairperson of the Supervisory Board in compliance with a one month notice without having to specify any reason for such resignation. Such resignation is possible for good cause with immediate effect. The Chairperson of the Supervisory Board immediately informs the members of the Supervisory Board as well as the Managing Board in order to arrange for a corresponding publication (Sec. 106 AktG).

§ 15 **Chairperson and Deputy Chairperson**

- (1) The Supervisory Board elects from its members a Chairperson and a Deputy Chairperson for the term of office defined in Sec. 12 (2) following the General Shareholder's Meeting in which the Supervisory Board members were

elected within the framework of a meeting taking place without being separately convened and without separate invitation.

- (2) If the Chairperson or his/her Deputy resigns from office before the expiration of the term of office, the Supervisory Board shall immediately, in any case not later than within eight weeks, carry out the election of a substitution for the remaining term of office of the resigned Chairperson or Deputy.

§ 16

Meeting, Passing of Resolutions

- (1) The Supervisory Board passes resolutions in meetings. Apart from the meetings, it is admissible to pass resolutions in writing and over the phone as well as by means of facsimile, letter, video or telephone conferences or via e-mail, unless a member objects to such procedure.
- (2) Each of the Supervisory Board members or the Managing Board may require that the Chairperson of the Supervisory Board immediately convenes the Supervisory Board by specifying the purpose and the reasons for such a meeting.
- (3) The Supervisory Board meetings are announced to the Supervisory Board members in writing by the Chairperson with two week's' notice. When calculating the deadline, the day of dispatch of the invitation and the day of the meeting are not considered in the calculation. In urgent cases the Chairperson is entitled to reduce the period of notice and convene the meeting orally, over the phone, by facsimile or via e-mail.

Resolutions the subject matter of which is not duly announced can only be passed if no Supervisory Board member objects; absent Supervisory Board members are entitled to object to the passed resolution within a period of two weeks.

- (4) Resolutions of the Supervisory Board shall only be valid if more than half of the Supervisory Board members, of which the Supervisory Board has to consist in total, including the Chairperson of the Supervisory Board and his/her Deputy, take part in passing the resolution. Abstentions from voting count as votes not cast.
- (5) Resolutions of the Supervisory Board require the simple majority of the cast votes, unless these Statutes of Corporation or statutory provisions require a different majority. If there is a tie vote, each of the members shall be entitled to require a new vote on the same matter.
- (6) The Supervisory Board meetings shall be conducted by the Chairperson, or – if he/she is prevented from attending – by his/her Deputy. The members of the Managing Board take part in the Supervisory Board meetings, unless the Supervisory Board resolves differently with simple majority in total or with respect to individual items on the agenda.

- (7) A protocol is to be prepared regarding the negotiations and resolutions of the Supervisory Board, which has to be signed by the Chairperson of the Supervisory Board or his/her Deputy as well as by the keeper of the minutes. The protocol is made available to all Supervisory Board members immediately after signing.
- (8) The Chairperson or his/her Deputy (in case the Chairperson is prevented from attending) is entitled to deliver the declarations of intent on behalf of the Supervisory Board, which are necessary to execute the resolutions of the Supervisory Board.
- (9) Insofar as declarations have to be made to the Supervisory Board in accordance with the present Statutes of Corporation, the submission of the declaration to the Chairperson of the Supervisory Board is sufficient.

§ 17

Responsibilities of the Supervisory Board

- (1) The Supervisory Board has to monitor the corporation's management. The duties of the Supervisory Board are stipulated by the laws and in these Statutes of Corporation. The transactions specified in clause 12 particularly require the approval of the Supervisory Board.
- (2) The Supervisory Board members have the same rights and obligations. They are not bound to orders and instructions. In executing their office, they are obliged to apply the diligence and care of a prudent and conscientious supervisor and controller of the management. They undertake to maintain silence about confidential information and secrets of the corporation.
- (3) The Supervisory Board has to submit a proposal to the general shareholder's meeting regarding the nomination of an auditor for the respective fiscal year. Immediately after such nomination the auditor shall be granted the audit assignment and determine his/her remuneration and the scope of the audit.

§ 18

Rule of Procedure, Committees

- (1) Within the framework of the statutory regulations and the provisions of these Statutes of Corporation, the Supervisory Board may decide to resolve new Rules of Procedure for itself.
- (2) The Supervisory Board may assign the fulfilment of individual tasks or decisions in its scope of responsibility to committees or some of its members to the extent permitted by law and the provisions of these Statutes of Corporation. The establishment of Committees takes place by means of a Supervisory Board resolution (clause 16). The Committee members are respectively elected with simple majority, unless there are statutory provisions to the contrary.

§ 19
Remuneration

- (1) Every Supervisory Board member is reimbursed all proven necessary expenses (Sec. 670 *BGB*) and receives remuneration after completion of a fiscal year that is appropriate with respect to the concrete tasks and the corporation's economic situation, which remuneration is determined by resolution of the General Shareholder's Meeting. The Chairperson of the Supervisory Board shall receive double remuneration, the Deputy Chairman receives one and a half times the remuneration amount; the involvement in Committees may be subject to additional remuneration. The General Shareholder's Meeting has no obligation to grant a remuneration.
- (2) The corporation reimburses the value added tax, if the Supervisory Board members are entitled to charge the value added tax separately to the corporation and if they exercise this right.

General Shareholder's Meeting

§ 20
Ordinary and Extraordinary Annual General Shareholder's Meeting

- (1) The ordinary General Shareholder's Meeting has to take place every year within the first six months following the completion of the fiscal year in Haimhausen or Munich, as the convening party may decide.
- (2) Extraordinary General Shareholder's Meetings may be convened if this is necessary in the corporation's interest. Under these preconditions, the General Shareholder's Meeting shall also be convened:
 - a) on the request of shareholders in accordance with Sec.122 (1) *AktG*;
 - b) on request of the Supervisory Board.
- (3) The General Shareholder's Meeting shall be convened by the Managing Board. Convening has to take place at least 30 days before the date of the General Shareholder's Meeting. The day of announcement and the day of the General Shareholder's Meeting are not considered for this purpose. The General Shareholder's Meeting can also be convened via registered mail, via facsimile or confirmed e-mail. The day of sending is then regarded as day of announcement.
- (4) If all shareholders appeared at a General Shareholder's Meeting or if all shareholders have legally valid representation, the General Shareholder's Meeting may pass resolutions without having to comply with the

requirements as to form and deadlines, unless a shareholder objects to such passing of a resolution.

§ 21 **Chair, Vote**

- (1) The Chairperson of the Supervisory Board holds the chair in the General Shareholder's Meeting; if the Chairperson is prevented from attending, his/her Deputy holds the chair. If both the Chairperson of the Supervisory Board as well as his/her Deputy are prevented from attending, the chairperson will be elected by the General Shareholder's Meeting.
- (2) Each unit share grants one vote in the General Shareholder's Meeting.
- (3) The resolutions of the General Shareholder's Meeting are passed with the simple majority of the cast votes, unless there are any conflicting statutory provisions or deviating provisions in these Statutes of Corporation; this applies particularly also for capital increases; the provisions of Secs. 179 (2) sentence 2, 2nd half-sentence, and 182 (1), sentence 2, 2nd half-sentence *AktG* remain unaffected. To the extent that for the passing of a resolution the Stock Corporation Act (*Aktiengesetz*) additionally requires a majority of the share capital represented at the time of the passing of a resolution, a simple majority of the represented share capital suffices, unless there are any conflicting statutory provisions.
- (4) The nature and the form of votes are determined by the Chairperson, as well as the order of items on the Agenda
- (5) Every duly convened General Shareholder's Meeting is quorate.
- (6) Shareholders may be represented in the Shareholder's Meeting by another shareholder after issuing a written proxy. The proxy has to be handed over to the chairperson of the General Shareholder's Meeting at the beginning of the General Shareholder's Meeting.

ANNUAL FINANCIAL STATEMENTS AND ALLOCATION OF PROFITS

§ 22 **Annual Financial Statements and Management Report**

- (1) Within the first three months of the fiscal year, the Managing Board shall compile the annual financial statements and the management report for the past fiscal year and submit them to the Supervisory Board immediately after completion, together with the proposal for the allocation of the balance sheet profit.

- (2) The Supervisory Board is obliged to examine the annual financial statements and the management report together with the auditor's audit report and the proposal for the allocation of the balance sheet profit. The auditor has to take part in the negotiations of the Supervisory Board and a Committee regarding these documents and report about the essential outcome of their audit. The Supervisory Board then has to comprehensively report in writing to the General Shareholder's Meeting regarding the outcome of their own audit.

Immediately after receipt of the Supervisory Board report presenting the outcome of their audit, the Managing Board has to convene the ordinary General Shareholder's Meeting that needs to take place within the first six months of the fiscal year. The annual financial statements, the Management Report, the Supervisory Board report and the proposal regarding the allocation of the balance sheet profit have to be made available to the shareholders for insight in the corporation's premises before convening the meeting.

The ordinary General Shareholder's Meeting decides about the discharge of the Managing Board and the Supervisory Board and about the allocation of the balance sheet profit as well as the approval of the budget and elects the members of the Supervisory Board and their deputies.

§ 23 **Profit Distribution**

A distribution of profits to the shareholders does not take place.

FINAL PROVISIONS

§ 24 **Duration of the Corporation**

The corporation is established for an indefinite period.

§ 25 **Dissolution of the corporation**

In case of the dissolution of the corporation the winding up is carried out by the Managing Board, unless the General Shareholder's Meeting appoints a third party as liquidator.

§ 26 **Asset Commitment**

- (1) In case the tax-privileged purpose ceases to exist, or if at the time of the liquidation of the corporation the tax-privileged foundation according to

section 2 does not exist, the corporation's assets will fall to a legal entity under public law or another tax-privileged corporation that is obliged to use the assets directly and exclusively for tax-privileged purposes as defined in clause 2.

- (2) In case of the dissolution of the corporation, the corporation's assets shall pass to a foundation still to be established. The Managing Board is obliged to establish the foundation in accordance with sentence 1 in case only five of the shareholders remain because of the measures stipulated in clause 8. The foundation has to have the purpose of the corporation as defined in clause 2.
- (3) Following the establishment of a foundation it is intended that
 - a) the remaining shareholders transfer their shares in the corporation to the foundation, or that
 - b) the assets of the corporation are transferred to this foundation.

The Managing Board and the Supervisory Board undertake to work toward that by taking suitable measures.

§ 27 **Partial Invalidity**

If a provision of these Statutes of Corporation is fully or partially invalid or if it loses its validity later on, or if a gap appears in these statutes of Corporation, this is without prejudice for the validity of the remaining provisions. The invalid provision will be replaced by an appropriate provision approximating as closely as possible the aim and purpose of these Statutes of Corporation; the same applies for filling the detected gap. If the invalidity of a provision is based on a specific figure of the service or the time stipulated therein, the standard admitted by law approximating best the original agreement that is admissible under the law applies.

§ 28 **Costs for the Transformation**

The corporation bears the costs for the change of form (notary fees and Court fees, publication fees, consulting fees including the formation audit) up to a maximum amount of Euro 35,000.