# **SYZYGY**AG

## Articles of Association

§ 1
Company Name and Registered Office

(1) The public limited company shall bear the name:

Syzygy AG.

(2) The company has its registered office in Bad Homburg.

§ 2
Object of the Company

The object of the company is the acquisition, management and disposal of assets of any kind in its own name and for its own account, in particular shareholdings in other companies, as well as the management of its own assets and the conduct of all business necessary to achieve and further these purposes. Excluded from this are banking transactions within the meaning of § 1 of the Banking Act, as well as all other activities requiring authorisation from a public authority or a court.

§ 3
Notices

(1) The Company’s notices shall be published in the Federal Gazette.

(2) The Company is entitled, to the extent permitted by law, to transmit information to the holders of admitted securities by means of remote data transmission.

§ 4
Share Capital and Shares

(1) The company’s share capital amounts to €13,500,026.00 (in words: thirteen million five hundred thousand and twenty-six euros). It is divided into 13,500,026 no-par value shares.

(2) The shares are bearer shares. The company is entitled to issue share certificates representing multiple shares (collective certificates). Shareholders have no right to have their shares certified in individual certificates. Certification of such shares is excluded in its entirety

excluded in their entirety for shares that are registered as electronic shares in an electronic securities register.

(3) In the event of a capital increase, the entitlement to dividends of new shares may be determined in deviation from section 60(3) of the German Stock Corporation Act (AktG).

(4) The Management Board is authorised, with the approval of the Supervisory Board, to increase the Company’s share capital in the period up to 2 July 2031, on one or more occasions, by issuing new no-par value bearer shares, but by a total of no more than EUR 6,750,000.00, in return for cash and/or non-cash contributions (Authorised Capital 2026). The Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights,

– to exclude fractional amounts from subscription rights, or

– if the proportionate amount of the share capital attributable to the new shares does not exceed 20 per cent of the share capital existing at the time this authorisation takes effect and at the time of the resolution to exercise the authorisation, and the issue price is not significantly lower than the market price. The amount attributable to shares issued or sold pursuant to a corresponding authorisation, excluding subscription rights, in direct or analogous application of section 186(3), fourth sentence, of the German Stock Corporation Act (AktG), shall be set off against the 20 per cent of the share capital. For the purposes of this authorisation, where the new shares are underwritten by an underwriter and the underwriter is obliged to offer the new shares for purchase to one or more third parties designated by the Company, the ‘issue price’ corresponds to the amount to be paid by the third party or parties; in all other cases, the issue price corresponds to the issue amount.

Furthermore, the Management Board is authorised, with the approval of the Supervisory Board, to exclude subscription rights in the event of capital increases against contributions in kind, provided that the acquisition of the asset forming the subject of the contribution in kind is in the overriding interest of the company and the value of the contribution in kind is not significantly below the stock market price.

Furthermore, the Management Board is authorised, with the approval of the Supervisory Board, to determine the further content of the rights attached to the shares and the terms and conditions of the issue of shares.

## § 5
## Management Board

(1) The Management Board of the company shall consist of two or more persons. The number of Management Board members shall be determined by the Supervisory Board. The appointment of deputy Management Board members is permitted.

(2) The Company is legally represented by two members of the Management Board acting jointly or by one member of the Management Board acting jointly with an authorised signatory. The Supervisory Board may grant individual members of the Management Board the right to act as sole representatives and exempt them from the restrictions set out in Section 181 of the German Civil Code (BGB), insofar as they are acting as representatives on behalf of third parties.

## § 6
## Supervisory Board

(1) The Supervisory Board consists of three members.

(2) The members of the Supervisory Board shall be appointed for no longer than until the conclusion of the Annual General Meeting which decides on the discharge of liability for the fourth financial year following the start of their term of office. The financial year in which the term of office begins shall not be included in the calculation.

(3) If a member elected by the Annual General Meeting resigns from the Supervisory Board before the end of their term of office, a new election shall be held for that position at the next Annual General Meeting. The term of office of the newly elected member shall run for the remainder of the term of the member who has resigned.

(4) The Annual General Meeting may appoint substitute members for the Supervisory Board members to be elected by it; these substitute members shall become members of the Supervisory Board in an order to be determined at the time of election should any of the shareholders' Supervisory Board members cease to hold office before the end of their term.

(5) Any member of the Supervisory Board may resign from office at any time by giving notice to the Management Board.

(6) The Supervisory Board shall elect a Chair and a Deputy Chair from among its members. If the Chair or the Deputy Chair ceases to hold office during a term of office, the Supervisory Board shall immediately hold a by-election to replace the outgoing member.

(7) The company shall take out professional indemnity insurance in favour of the members of the Supervisory Board to cover liability claims arising from their activities as members of the Supervisory Board. The remuneration is exclusive of any applicable value added tax.

(8) In addition to the reimbursement of their expenses, each member of the Supervisory Board shall receive remuneration consisting of a fixed and a variable component. The fixed remuneration amounts to €20,000.00 for each ordinary member of the Supervisory Board and €30,000.00 for the Chair of the Supervisory Board. The fixed remuneration shall be increased by €5,000.00 if the Company's share price has risen by at least 20 per cent during the relevant financial year. The share prices relevant for the calculation are determined on the basis of the average of the closing prices for the share in the Xetra trading system (or a functionally comparable successor system that has replaced the Xetra trading system) on the Frankfurt Stock Exchange during the first five trading days of a financial year and during the first five trading days of the following financial year. Members of the Supervisory Board who were not in office for the entire financial year shall receive pro rata remuneration. Value added tax invoiced by a member of the Supervisory Board or shown in a credit note in lieu of an invoice shall be paid in addition at the applicable statutory rate.

## § 7
## Meetings and Resolutions of the Supervisory Board

(1) Meetings of the Supervisory Board shall be convened in writing by the Chairperson, giving 14 days' notice. In urgent cases, the Chairperson may shorten this period. Furthermore, meetings may be convened verbally, by telephone, by fax or via electronic media.

(2) Resolutions of the Supervisory Board require a majority of the votes cast. The Chair of the meeting shall determine the method of voting. In the case of voting in writing, by telegram, by telephone, by fax or via electronic media, these provisions shall apply mutatis mutandis.

(3) Minutes shall be drawn up of the Supervisory Board's meetings and shall be signed by the chair of the meeting. The minutes to be drawn up in respect of resolutions passed by written, telegraphic or telephone vote, or by fax or electronic means, shall be signed by the chair of the Supervisory Board.

(4) If members of the Supervisory Board are unable to attend meetings of the Supervisory Board or its committees, persons who are not members of the Supervisory Board may attend the meetings of the Supervisory Board or its committees on the basis of a written power of attorney from the member who is unable to attend.

## § 8
## Venue and Convening of the Annual General Meeting

(1) The Company's Annual General Meetings shall take place at the Company's registered office, at a German stock exchange or in a major German city with a population of more than 250,000.

(1a) The Management Board is authorised to provide that the Company's Annual General Meetings taking place up to and including 10 July 2028 may be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting).

(2) The statutory provisions shall apply to the convening of the Annual General Meeting and the calculation of the notice period.

(3) Only those shareholders who have registered in good time prior to the Annual General Meeting and have provided the Company with proof of their entitlement to attend the Annual General Meeting and to exercise their voting rights are entitled to attend the Annual General Meeting and to exercise their voting rights. The registration and proof must be received by the Company at the address specified for this purpose in the invitation before the expiry of the statutory deadline prior to the Annual General Meeting. The notice convening the Annual General Meeting may specify a shorter period, measured in days, for the receipt of the registration and proof of shareholding in accordance with clause

2. Proof of shareholding issued by the final intermediary in accordance with Section 67c(3) of the German Stock Corporation Act (AktG) is sufficient as evidence of entitlement to attend the Annual General Meeting or to exercise voting rights. The proof must relate to the close of business on the twenty-second day prior to the Annual General Meeting. In relation to the Company, only those who have provided such proof shall be deemed to be entitled to attend the Annual General Meeting or to exercise voting rights as shareholders.

(4) The company is entitled to request further appropriate evidence in the event of doubts as to the accuracy or authenticity of the certificate. If such evidence is not provided, or is not provided in the proper form, the company may refuse the shareholder’s participation.

(5) The Management Board is authorised to provide that shareholders may participate in the Annual General Meeting even without being physically present at the venue and without a proxy, and may exercise all or some of their rights, in whole or in part, by means of electronic communication (online participation). The Management Board is also authorised to lay down provisions regarding the scope and procedure for participation and the exercise of rights in accordance with the first sentence. These shall be announced when the Annual General Meeting is convened. However, shareholders who participate in the Annual General Meeting in accordance with the first sentence are not entitled to object to or challenge the resolutions of the Annual General Meeting.

(6) The Management Board is authorised to provide that shareholders may cast their votes in writing or by means of electronic communication, even without attending the meeting (postal voting). The Management Board is also authorised to lay down provisions governing the procedure. These shall be announced when the Annual General Meeting is convened.

## § 9
## Conduct of the Annual General Meeting

(1) The Annual General Meeting shall be chaired by the Chair of the Supervisory Board or, if the Chair does not take the chair, by the Deputy Chair. If the Deputy Chair also does not take the chair, the chairperson of the meeting shall be elected by resolution of the Supervisory Board or, in the absence of such a resolution, by a resolution of the members of the Supervisory Board present at the Annual General Meeting, passed by a simple majority of votes. Both members of the Supervisory Board and third parties are eligible for election.

(2) The chairperson may determine an order of business that differs from that set out in the notice of the agenda. He or she shall also determine the manner and form of voting. The chairperson may impose reasonable time limits on shareholders’ right to ask questions and speak; in particular, he or she may set appropriate time limits for the conduct of the meeting, the discussion of individual agenda items, and individual questions and speeches.

(3) Unless mandatory provisions of the German Stock Corporation Act (AktG) provide otherwise, resolutions of the Annual General Meeting shall be passed by a simple majority of the votes cast. Insofar as the German Stock Corporation Act (AktG) further provides for the passing of resolutions

a majority of the share capital represented at the time the resolution is passed, a simple majority of the capital represented shall suffice, insofar as this is permitted by law.

(4) Each share entitles the holder to one vote at general meetings. Shareholders may be represented at the general meeting and in the exercise of their voting rights by a proxy. The granting of a power of attorney, its revocation and proof of authorisation to the Company must be in writing (Section 126b of the German Civil Code (BGB)). The notice convening the Annual General Meeting may provide for a relaxation of the formal requirements. Section 135 of the German Stock Corporation Act (AktG) remains unaffected. If a shareholder appoints more than one proxy, the company may reject one or more, but not all, of these proxies.

(5) If this is announced in the notice convening the Annual General Meeting, the chair of the meeting may authorise the video and/or audio broadcast of the Annual General Meeting in a manner to be specified by the chair. The broadcast may also take place in a form to which the public has unrestricted access.

(6) Members of the Supervisory Board may, in consultation with the chair of the meeting, be permitted to attend the Annual General Meeting via audio and video transmission in exceptional cases where they are prevented from travelling to the meeting due to urgent scheduling conflicts or illness. In the event of a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting, members of the Supervisory Board are generally permitted to participate via audio and video transmission; however, this does not apply to the chair of the Annual General Meeting, provided that the chair is a member of the Supervisory Board.

## § 10
## Annual FinancialStatements

(1) The financial year is the calendar year.

(2) The Annual General Meeting, which takes place annually within the statutory period of eight months for the adoption of the approved annual financial statements and, where necessary, the management report, or for the approval of the annual financial statements and the resolution on the appropriation of profits, shall also resolve on the discharge of the Management Board and the Supervisory Board and, where required by law, on the appointment of the auditors (ordinary Annual General Meeting). The Annual General Meeting decides on the appropriation of the net profit.

(3) The Management Board and the Supervisory Board are authorised to transfer further amounts in excess of half of the net profit for the year, up to a quarter of the net profit for the year, to other profit reserves, provided that the other profit reserves do not exceed half of the share capital or, following such a transfer, would not exceed half of the share capital.

§ 11
Winding up of the company

A resolution to wind up the company requires a majority of three-quarters of the share capital represented at the time the resolution is passed.

§ 12
Authorisation of the Supervisory Board to amend the Articles of Association

The Supervisory Board is authorised to resolve on amendments and additions to the Articles of Association that relate solely to the wording.

§ 13
Allocation of Profits

(1) The Annual General Meeting shall resolve on the appropriation of the net profit arising from the approved annual financial statements.

(2) The Management Board is authorised, in accordance with Section 59 of the German Stock Corporation Act (AktG), to make interim distributions from the net profit.

§ 14
Incorporation costs

The costs of incorporation shall be borne by the company up to an amount of €1,800.00.

**UVZ No. 357/2026-B**

I hereby certify, in accordance with Section 181 of the German Stock Corporation Act (AktG), that the amended provisions of the Articles of Association of

**Syzygy AG**
**with its registered office**
**in Bad Homburg**

, as amended by the Annual General Meeting of 3 July 2026, and that the unamended provisions correspond to the full text of the Articles of Association last filed with the Commercial Register.

Frankfurt am Main, 3 July 2026

Bergfeld
Notary

ROLAND BERGFELD
NOTAR IN FRANKFURT AM MAIN