



This edition of our Articles of Association, prepared for the convenience of English-speaking readers, is a translation of the German original. For purposes of interpretation the German text shall be authoritative and final.

## Articles of Association of Siemens Energy AG

Updated as of October 29, 2020

## **ARTICLES OF ASSOCIATION**

**of**

**Siemens Energy AG**

### **I.**

#### **GENERAL PROVISIONS**

##### **§ 1**

###### **Company Name and Registered Office**

- (1) The name of the Company is Siemens Energy AG.
- (2) The Company has its registered office in Munich.

##### **§ 2**

###### **Object of the Company**

- (1) The object of the Company is to manufacture, supply, operate, distribute and trade in products, systems, facilities and solutions and to render maintenance, repair and other services, as well as research and development, in the areas of energy production, transfer, distribution and storage, in the areas of oil and gas across all areas of production, in the areas of decarbonization, sector coupling, hydrogen solutions and other renewable and non-renewable energy sources as well as the adjacent fields of activity such as electrical engineering, automation, electronics, precision mechanics and mechanical engineering. The Company can operate in the context of these activities in all information technology fields, including electronic data processing and transfer, software, platforms and self-learning systems, and render related services. Moreover, the Company, in particular through its consolidated subsidiaries, can operate in the financial sector and participate directly or indirectly in enterprises and companies of any type, also in managing its own assets. Finally, the Company may engage in business of any kind and take any and all measures related to, or which seem to be directly or indirectly useful in promoting, the above activities.
- (2) The Company may realize its object itself or through consolidated subsidiaries or associated companies (including joint ventures). It can confine itself to some of the activities specified in subsection 1. The Company can set up associated companies, acquire participating interests and change them structurally, bring them under uniform control or may limit itself to managing the participating interest, sell participating interests and also conclude enterprise and cooperation agreements of any kind.

### § 3

#### **Publications by Notice and Notifications**

- (1) Notices of the Company shall be published in the German Federal Gazette (*Bundesanzeiger*). If another form of notice should be mandatorily required, such form shall replace the notice in the German Federal Gazette.
- (2) Insofar as legally permitted, notifications for the Company's shareholders may also be transmitted via remote data transmission.

## **II.**

### **Capital Stock and Shares**

### § 4

#### **Capital Stock and Shares**

- (1) The capital stock of the Company amounts to EUR 726,645,193 (in words: seven hundred twenty-six million six hundred forty-five thousand one hundred ninety-three Euro).
- (2) The capital stock is divided into 726,645,193 shares of no par value. The shares shall be registered in the names of the holders. For purposes of recording the shares in the Company's share register, the Company's shareholders shall provide all information as legally required.
- (3) The right of shareholders to have their ownership interests evidenced by document shall be excluded, unless such evidence is required by law or under the regulations of a stock exchange on which the shares are listed. The Company is entitled to issue share certificates, whether as individual or collective shares, as well as dividend coupons and renewal certificates. The right of shareholders to receive dividend coupons and renewal certificates shall be excluded.
- (4) The Managing Board shall decide on the form and content of share certificates and any dividend coupons or renewal certificates. The same shall apply to corporate bonds and interest warrants.
- (5) The Managing Board is authorized to increase the capital stock until the end of 31 July 2025, with the approval of the Supervisory Board, by up to EUR 363.322.596 nominal through the issuance of up to 363.322.596 no-par value shares registered in the name of the holders against contributions in cash and/or in kind. The authorization may be used once or multiple times, and all at once or in installments. The new shares shall participate in profits from the beginning of the fiscal year in which they have been issued. To the extent permitted by law, the Managing Board, with the approval of the Supervisory Board, can stipulate in deviation from the above and Section 60 (2) of the German Stock Corporation Act (*Aktiengesetz*) that the new shares shall participate in profits from the beginning of a fiscal year that has already ended and for which no resolution on appropriation of the net income has been adopted by the Annual Shareholders' Meeting at the time the shares are issued. With the approval of the Supervisory Board, the Managing Board shall

be authorized to determine the further details of the share rights and the conditions of the issuance of shares (Authorized Capital 2020). The new shares must generally be offered to the shareholders for subscription; they can also be assumed by credit institutions or enterprises within the meaning of Section 186 (5) sentence 1 of the German Stock Corporation Act (*Aktiengesetz*) with the obligation that they must be offered to the shareholders for subscription. However, with the approval of the Supervisory Board, the Managing Board is authorized to exclude shareholders' subscription rights in the event of capital increases against contributions in cash:

- in order to grant shares to the employees of the Company and its affiliates (employee shares). Such new shares can also be issued through a credit institute or a company within the meaning of Section 53 (1) sentence 1 or Section 53b (1) sentence 1, or Section 53b (7) of the Banking Act (*Kreditwesengesetz*), which at first assumes the shares for the exclusive offer to employees of the Company and its affiliates. As far as permitted by law, the employee shares may also be issued by covering the contribution to be made for them from the part of the annual net profit which the Managing Board and the Supervisory Board are permitted to incorporate into other retained earnings pursuant to Section 58 (2) of the German Stock Corporation Act (*Aktiengesetz*),
- in as far as this is necessary for fractional amounts resulting from the subscription ratio,
- in order to grant holders/creditors of conversion or option rights on the Company's shares or of respective conversion obligations from bonds issued or guaranteed by the Company or any of its consolidated subsidiaries subscription rights as compensation against effects of dilution to the extent to which they would be entitled upon exercising such conversion or option rights or fulfilling such conversion obligations,
- provided that the issue price of the new shares is not significantly lower than the stock exchange price of the Company's listed shares. The calculated proportion of the capital stock to be allocated to the shares issued in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) against contributions in cash under exclusion of the subscription rights must not exceed 10 % of the capital stock. Applicable in this case is the capital stock at the time this authorization becomes effective or, if this amount is lower, at the time at which this authorization is used. This limit shall include shares issued or divested in direct or mutatis mutandis application of these provisions during the term of this authorization up to the time of it being used. Likewise included are shares that have been issued or granted or are to be issued or granted on the basis of a convertible bond or warrant bond issued during the term of this authorization, with shareholders' subscription rights excluded in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (*Aktiengesetz*),
- through the implementation of a so-called share dividend, in which the shareholders are given the opportunity to contribute to the Company their dividend claim (either entirely

or partially) as a contribution in kind in exchange for the grant of new shares from the Authorized Capital 2020.

The calculated proportion of capital stock to be allocated to the shares issued under exclusion of the shareholder subscription rights may not exceed EUR 72.664.519 nominal. Included in the calculation of this capital limit shall be the capital stock that is allocated to those new shares, which for the duration of this authorization under exclusion of subscription rights are issued or are to be issued on the basis of conversion/option rights or conversion obligations under bonds, to the extent that such bonds were issued under exclusion of shareholder subscription rights during the term of the authorization.

- (6) The capital stock is conditionally increased by up to EUR 72.664.519 (Conditional Capital 2020). The conditional capital increase shall be implemented through issue of up to 72.664.519 no-par value shares registered in the name of the holders only insofar as the holders and/or creditors of convertible bonds or of option warrants from option bonds, which are issued by Siemens Energy AG or one of its consolidated subsidiaries up until the end of 31. July 2025 on the basis of the authorization of the Managing Board through the General Meeting of 18. September 2020, exercise their conversion/option rights or perform their conversion obligation and no other forms of fulfillment are used to service these rights. The issue of the new shares shall be made at the conversion/option prices to be determined, subject to the above authorization resolution, in the terms and conditions of the bonds or options. The Managing Board is authorized to decide on the further details of the implementation of the conditional capital increase. The issued shares shall participate in profits from the beginning of the fiscal year in which they have been issued; to the extent permitted by law, the Managing Board can stipulate in deviation from the above and Section 60 (2) of the German Stock Corporation Act (*Aktiengesetz*) that the new shares shall participate in profits from the beginning of a fiscal year that has already ended.

### **III.**

#### **Managing Board**

##### **§ 5**

#### **Composition and Rules of Procedure**

- (1) The Managing Board consists of several members. The Supervisory Board shall determine the number of Managing Board members.
- (2) The Supervisory Board may appoint a chairman as well as a deputy chairman of the Managing Board.
- (3) The Supervisory Board shall appoint the Managing Board members, conclude their employment contracts, revoke such appointments and modify and terminate the employment contracts. The Supervisory Board shall decide on the distribution of responsibilities among the Managing Board

members and may establish rules of procedure for the Managing Board. Should the Managing Board pass its own rules of procedure, these shall require the Supervisory Board's approval.

## § 6

### **Management and Representation of the Company**

- (1) The Managing Board shall be responsible for the management of the Company. In relation to the Company, the Managing Board members shall comply with the restrictions imposed by the General Meeting, the Articles of Association, the Supervisory Board and the Rules of Procedure with regard to the management powers and within the framework of the statutory rules.
- (2) The Company is legally represented by two Managing Board members or one Managing Board member acting jointly with a holder of commercial power of representation (*Prokurist*). The Managing Board members shall be released from the prohibition of multiple representation pursuant to Section 181 second alternative of the German Civil Code (*Bürgerliches Gesetzbuch*); Section 112 German Stock Corporation Act (*Aktiengesetz*) shall remain unaffected. Moreover, the Company shall be represented by holders of commercial power of representation or other authorized signatories as determined in more detail by the Managing Board.

## IV.

### **SUPERVISORY BOARD**

## § 7

### **Composition, Elections, Term of Office**

- (1) The Supervisory Board shall have twenty members, ten elected by the Shareholders' Meeting, and ten elected in accordance with the provisions of the German Codetermination Act (*Mitbestimmungsgesetz*).
- (2) Unless otherwise specified at the time of their election, the term of office of the members of the Supervisory Board shall expire at the close of that Shareholders' Meeting which is called upon to ratify the acts of the Supervisory Board for the fourth fiscal year after the beginning of their term of office. From this calculation shall be excluded the fiscal year during which such term of office begins. An election to replace a member that leaves the Supervisory Board prior to the expiry of his or her term of office shall – unless otherwise specified at the time of the election - continue for the remainder of the term of office of the member who has left the Supervisory Board. The same shall apply should a replacement election become necessary because the original election was contested.
- (3) The General Meeting may, simultaneously with the election of the Supervisory Board members, appoint replacement members, who shall replace, in a sequence to be determined upon the election, any Supervisory Board members of the shareholders who leave office prematurely or

due to a contestation of the election. If a replacement member replaces a member who has left the Supervisory Board, his or her office shall expire at the end of the General Meeting during which a replacement election pursuant to § 7 (2) above takes place, at the latest, however, upon expiry of the term of office of the Supervisory Board member who has left. Should the replacement member who has left office after a replacement election have been appointed as a replacement member for several Supervisory Board members, his or her status as a replacement member shall be renewed. The election of replacement members with respect to the Supervisory Board members of the employees shall occur pursuant to the German Codetermination Act (*Mitbestimmungsgesetz*).

- (4) Any Supervisory Board member and replacement member may resign his or her office, also without cause, by giving one month's written notice to the chairman of the Supervisory Board - or, if the chairman wishes to resign, to his or her deputy pursuant to § 8 (1) 1 below. The chairman or, if the Chairman wishes to resign, the deputy chairman, shall be free to reduce the period of notice or waive compliance with the period of notice.

## **§ 8**

### **Chairman and Deputy Chairman**

- (1) From among its members, the Supervisory Board shall elect in accordance with the German Codetermination Act (*Mitbestimmungsgesetz*) a chairman and a deputy chairman. The Supervisory Board may elect one or several other deputy chairmen and Section 27 of the German Codetermination Act (*Mitbestimmungsgesetz*) does not apply to such election. The election should take place after the General Meeting during which the Supervisory Board members to be elected by the General Meeting were newly elected; a separate invitation to this meeting is not required.
- (2) The term of office of the chairman and the deputy chairman shall, unless a shorter period of office is determined at the time of the election, correspond to their term of office as members of the Supervisory Board.
- (3) Should the chairman or the deputy chairman leave office prematurely, a new election for such position shall take place immediately. A revocation of the election of the chairman or the deputy chairman is only permitted for sufficient cause. The ongoing inability of the chairman or the deputy chairman to discharge the duties of office shall be deemed to constitute sufficient cause. For the revocation of the election of the chairman or the deputy chairman, the relevant provisions of the German Codetermination Act (*Mitbestimmungsgesetz*) with respect to their election are accordingly applicable.
- (4) A deputy chairman performing the duties of the chairman when the latter is unable to act shall be vested with all the powers of the chairman, except for the second vote accorded to the chairman pursuant to the German Codetermination Act (*Mitbestimmungsgesetz*) or these Articles of Association.

- (5) Declarations by the Supervisory Board shall be made on behalf of the Supervisory Board by the chairman or, if he or she is unable to act, by the deputy chairman. The chairman or, if he or she is unable to act, the deputy chairman shall have the right to accept declarations on behalf of the Supervisory Board.

## **§ 9**

### **Rights and Duties of Supervisory Board**

- (1) The Supervisory Board shall have all rights and duties assigned to it by law and by these Articles of Association.
- (2) The Supervisory Board shall determine in the rules of procedure for the Managing Board or for the Supervisory Board or by a resolution that specific transactions or types of transactions are only permitted with the Supervisory Board's approval.
- (3) The Supervisory Board may grant approval in advance for a certain group of transactions, subject to revocation, in general or in case that the relevant individual transaction satisfies certain requirements.
- (4) The Supervisory Board may pass resolutions on amendments to the Articles of Association that only relate to the wording.
- (5) The Managing Board shall continuously report to the Supervisory Board to the extent provided for by law. In addition to this, the Supervisory Board shall at all times be free to request a report on the Company's affairs, its legal and business relationships with affiliates and business-related transactions by affiliated companies that may have significant impact on the Company's situation.

## **§ 10**

### **Rules of Procedure, Delegation, Committees**

- (1) The Supervisory Board shall determine its own rules of procedure, subject to the statutory requirements and the provisions of these Articles of Association.
- (2) Subject to the statutory provisions, the Supervisory Board may establish committees. To the extent permitted by law or these Articles of Association, the Supervisory Board may delegate duties incumbent upon it as well as decision powers and rights to its chairman, to individual members or to committees established from among its members. The composition, decision powers and procedures of the committees shall be determined by the Supervisory Board.
- (3) Directly following the election of the chairman and his or her deputy, the Supervisory Board shall establish a committee pursuant to § 27 (3) of the German Codetermination Act (*Mitbestimmungsgesetz*), the membership of which shall consist of the chairman, his or her deputy, one Supervisory Board member representing the employees and one Supervisory Board member representing the shareholders elected with a majority of the votes. This committee shall

be in charge of the duty set forth in Section 31 (3) sentence 1 of the German Codetermination Act (*Mitbestimmungsgesetz*).

## § 11

### Meetings and Resolutions of the Supervisory Board

- (1) Meetings of the Supervisory Board shall be called by the Chairman with a notice period of fourteen days, whereby the day of dispatching the invitation and the day of the meeting are not included in the calculation. This notice period may be reduced in urgent cases. Meetings may be called in writing, orally, by telephone, telefax, e-mail or other common means of communication. Furthermore, the statutory provisions and the rules of procedure for the Supervisory Board shall apply with regard to the calling of Supervisory Board meetings.
- (2) The Chairman shall chair the Supervisory Board meetings.
- (3) To constitute a quorum for any resolution it shall be necessary that at least half of the members of which it has to consist shall participate in the resolution. For the purposes of the previous sentence, Supervisory Board members who are absent and cause a written vote (including votes transmitted by e-mail or telefax) to be handed over by a Supervisory Board member who is personally present, as well as Supervisory Board members who vote pursuant to § 11 (4) below and members who abstain from voting shall be considered to have taken part in a resolution. A resolution on an issue on the agenda that was not included in the invitation may only be passed if none of the Supervisory Board members objects to the resolution.
- (4) Meetings conducted and resolutions passed in writing, orally, by telephone, by telefax, by e-mail or via other common means of communication or as a combination of such forms of communication as well as the participation of individual Supervisory Board members in meetings and resolutions by connection via telephone or electronic means of communication (in particular video transmission) shall be permitted if the chairman of the Supervisory Board so decides for an individual case, subject to an adequate period of notice. The option of casting a vote in writing pursuant to § 11 (3) above shall remain unaffected.
- (5) Resolutions shall be passed with a simple majority of the votes cast, except if a deviating majority is mandatorily provided for by law. For this purpose, abstentions shall not count as votes cast. In the event of a tie on a given vote, the Supervisory Board's chairman shall be given two votes if a second vote on the same matter once more results in a tie. Section 108 (3) of the German Stock Corporation Act (*Aktiengesetz*) shall also be applicable to the giving of the second vote.
- (6) Minutes shall be prepared of the Supervisory Board meetings and resolutions (for purposes of evidence, not as a prerequisite for their effectiveness), and shall be signed by the minute-keeper, the chairman of the meeting or, if a resolution is taken outside a meeting, by the Supervisory Board chairman.

## § 12 Compensation

- (1) The members of the Supervisory Board shall receive a fixed basic remuneration of EUR 120,000 for each fiscal year. This basic remuneration is increased for the chairman of the Supervisory Board by an additional EUR 120,000 and for each deputy chairman by EUR 60,000 for each fiscal year.
- (2) For their services on the Supervisory Board committees, additional compensation shall be paid for each fiscal year as follows:
  - (a) to the chairman of the Audit Committee and the chairman of the Chairman's Committee (*Präsidium*): EUR 120,000; to each other member of the Audit Committee and of the Chairman's Committee: EUR 60,000;
  - (b) to the chairman of the Innovation and Finance Committee EUR 70,000 and to each other member of the Innovation and Finance Committee EUR 40,000.

To the extent that an ongoing, independent committee is formed which provides resolutions relating to transactions with related persons, for each fiscal year the chairman of such committee shall additionally receive EUR 70,000 and each member of the committee shall additionally receive EUR 40,000.

- (3) In the case of changes to the Supervisory Board or its committees within the course of a year, the remuneration shall be calculated *pro rata temporis*, rounding up to full months.
- (4) The remuneration shall be due for payment after the General Meeting that accepts, or decides on the approval of, the annual financial statements for the prior fiscal year.
- (5) In addition to the above, the Supervisory Board members shall be paid an attendance fee amounting to EUR 1,500 for each Supervisory Board meeting and committee meeting which they attend; in the case of several meetings which occur on the same day, the attendance fee shall not exceed EUR 3,000 per day. Attendance shall also include attendance via telephone or other means of electronic communication (in particular video transmission). The attendance fee for the meetings which have been held in a given quarter shall be paid within a month of the end of each quarter.
- (6) The Supervisory Board members shall be included into a D&O liability insurance for board members and certain employees of the Siemens Energy Group taken out by the Company in the interests of the Company, in as far as such insurance has been taken out. The premiums shall be paid by the Company. Moreover, the Company shall reimburse all Supervisory Board members for their expenses and value added tax levied on their salaries.

**V.  
General Meeting**

**§ 13  
Annual General Meeting, Calling an Annual General Meeting**

- (1) An Annual General Meeting of the shareholders shall be held during the first eight months of each fiscal year.
- (2) The General Meeting shall be called by the Managing Board, subject to the statutory rights to call a General Meeting held by the Supervisory Board and a minority of the shareholders. It shall, at the choice of the body calling the General Meeting, take place at the Company's registered place of business, at the registered office of a German stock exchange, or in a German city with more than 100,000 residents.
- (3) General Meetings shall be called at least with the minimum notice period required by law.

**§ 14  
Attendance and Exercise of Voting Rights**

- (1) Shareholders who wish to attend the General Meeting or to exercise their voting rights must be listed in the Company's share register and must register for the General Meeting. This registration must be received by the Company at the address provided for this purpose in the invitation no less than six days prior to the General Meeting. The invitation may provide for a reduced period to be specified in days. The day of the General Meeting and the day of receipt shall not be counted.
- (2) Registration must be made in text form (Section 126b of the German Civil Code (*BGB*)) or by other electronic means to be defined in detail by the Company, in German or in English.
- (3) Voting rights may be exercised by proxy. Power of attorney must be granted, revoked and proven to the Company in text form (Section 126b of the German Civil Code (*BGB*)), except if the invitation provides for a simplified form. Details regarding the granting of power of attorney, its revocation and proof to the Company shall be notified in the invitation to the General Meeting. Section 135 of the German Stock Corporation Act (*Aktiengesetz*) shall remain unaffected.
- (4) The Managing Board is authorized to decide that shareholders may also participate without being present at the venue and without a proxy, and that they may exercise all or individual rights entirely or partially by means of electronic communication (electronic attendance). The Managing Board shall also have the right to pass rules regarding the scope and process of attendance and the exercising of rights pursuant to sentence 1.
- (5) The Managing Board is authorized to decide that shareholders may cast their votes in writing or by means of electronic communication without attending the General Meeting (postal ballot). The

Managing Board is also authorized to pass rules regarding the scope and process of the exercising of rights pursuant to sentence 1.

### **§ 15**

#### **Chairing the General Meeting**

- (1) The chairman of the Supervisory Board shall chair the General Meeting; if he or she is unable to attend, another member of the Supervisory Board appointed by the chairman shall chair the General Meeting. If neither the chairman nor another member of the Supervisory Board appointed by the chairman for this purpose is present, the chairman of the General Meeting shall be elected by the shareholders' Supervisory Board members who are present.
- (2) The chairman of the meeting shall chair the negotiations and manage the proceedings of the General Meeting. For this purpose, he or she may use the support of assistants, in particular with regard to the right to expel individuals from the premises or to deny access to the premises (*Hausrecht*). The chairman shall determine the sequence of speakers and the treatment of the issues on the agenda, as well as the form, proceedings and other details of voting and may, to the extent permitted by law, decide on the combination of resolution objects that are substantively related into one voting item.
- (3) The chairman is authorized to impose adequate time limits on speeches and questions. He or she may in particular adequately determine restrictions of speaking time, question time or combined speaking and question time, as well as the adequate timeframe for the entire proceedings of the General Meeting, for individual issues on the agenda and for individual speakers, at the beginning or during the General Meeting; this in particular includes the option of prematurely closing the list of requests to speak and ordering the closing of the debate.

### **§ 16**

#### **Transmission of the General Meeting**

The Managing Board is authorized to permit video and audio transmission of the General Meetings. Details shall be provided for by the Managing Board.

### **§ 17**

#### **Adopting Resolutions**

- (1) Each share confers one vote in the General Meeting.
- (2) The resolutions of the General Meeting require a majority of the votes cast (simple majority of votes), except if the law or these Articles of Association stipulate a larger majority or further requirements.

**VI.**  
**ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF PROFITS**

**§ 18**  
**Fiscal Year**

The fiscal year shall start on October 1st of each year and end on September 30th of the following year.

**§ 19**  
**Annual Financial Statements and Consolidated Financial Statements**

During the first three months of a fiscal year, the Managing Board shall prepare the annual financial statements and the management report and, in as far as required by law, the consolidated annual financial statements and the group management report for the previous fiscal year, and shall present these documents to the Supervisory Board and the auditor without undue delay. At the same time, the Managing Board shall present the Supervisory Board with a recommendation which it intends to present to the General Meeting regarding the appropriation of the net profit.

**§ 20**  
**Appropriation of Profit and Annual General Meeting**

- (1) During the first eight months of each fiscal year, the General Meeting shall pass a resolution on the appropriation of the net profit, the approval of the actions of the members of the Managing Board and the Supervisory Board and on the appointment of the auditors (Annual General Meeting) and, in the cases provided for by law, on the approval of the annual financial statements.
- (2) The shareholders' dividends shall depend on their respective interest in the capital stock.
- (3) If the capital stock is increased, the dividends for the new shares may be determined in deviation of Section 60 (2) of the German Stock Corporation Act (*Aktiengesetz*).
- (4) The General Meeting may decide that the net profits be appropriated by means of a distribution in kind, instead of, or in addition to, a cash dividend. In the resolution on the appropriation of the net profit, the General Meeting may allocate amounts to reserves or carry them forward as profit.

**VII.**  
**FINAL PROVISIONS**

**§ 21**  
**Other provisions**

- (1) The capital stock of the Company was provided in the amount of EUR 100,000 by means of the transfer of Kyros 52 GmbH with its registered office in Hanover (Local Court Hannover, HRB

215360,) in accordance with Sections 190 et seq. German Transformation Act (*Umwandlungsgesetz*) into the legal form of an AG.

- (2) The Company shall bear the costs of the change of the legal form amounting to an estimated sum of up to EUR 3,000.