

STATUTES OF THE ASSOCIATION

“Hydrogen Power Storage & Solutions e. V.”

of 26 January 2023

- § 1 NAME, REGISTERED OFFICE AND BUSINESS YEAR
- § 2 PURPOSE OF THE ASSOCIATION
- § 3 ADMISSION OF NEW MEMBERS
- § 4 WITHDRAWAL OF MEMBERS
- § 5 EXCLUSION OF MEMBERS
- § 6 MEMBERSHIP FEES AND SPECIAL FEES
- § 7 EXECUTIVE BODIES OF THE ASSOCIATION
- § 8 BOARD
- § 9 RESONSIBILITIES OF THE BOARD
- § 10 MEETINGS AND RESOLUTIONS OF THE BOARD
- § 11 RESPONSIBILITIES OF THE GENERAL MEETING AND VOTING RIGHTS
- § 12 CONVENING THE GENERAL MEETING
- § 13 RESOLUTIONS OF THE GENERAL MEETING
- § 14 THEMENFELD- UND CLUSTERPROJEKTE
- § 15 CHANGES TO THE STATUTES
- § 16 DISSOLUTION OF THE ASSOCIATION
- § 17 GENDER CLAUSE
- § 18 MISCELLANEOUS PROVISIONS

§ 1

NAME, REGISTERED OFFICE AND BUSINESS YEAR

- (1) The association shall be designated as “Hydrogen Power Storage & Solutions e. V.”. The association shall be entered into the register of associations; after the registration, their name shall be

“Hydrogen Power Storage & Solutions e. V.”.

The association shall be permitted to use the following abbreviation of their name: “HYPOS”.

- (2) The association shall have their registered office in Halle (Saale).
- (3) The business year of the association shall be equivalent to the calendar year.

§ 2

PURPOSE OF THE ASSOCIATION

- (1) The purpose of the association shall be the creation of a network among companies, together with universities and research institutions as well as associations and similar organisations and the promotion of cooperation with the aim of coordinating the ramp-up of the hydrogen economy, contributing to the distribution of the results and increasing public awareness and acceptance of the need for a hydrogen economy. The association may utilise third parties in order to realise their objectives and/or form companies for that purpose or hold shares in these companies.
- (2) The association shall seek to make any profit.
- (3) The association’s funds may only be used for the purposes set out in their Statutes. The members shall not receive any individual benefits from the association’s funds. It shall be prohibited to give an advantage to any member by means of expenses that are not in accordance with the purpose of the association or – if a member provides individual services that are beyond the promotion of the purpose of the association – by means of disproportionate remuneration.

§ 3

ADMISSION OF NEW MEMBERS

- (1) Companies, universities, research institutions, associations, clubs or similar institutions as well as honorary members, which are prepared to promote of the purpose of the association indicated in § 2 of these Statutes directly or even indirectly, may become members of the association.

- (2) If organisations such as branches, departments, institutes or the like of a member, which are not legally independent, would like to contribute independently to the implementation of the association's purposes, the relevant member may be granted a voting right with an increased number of votes as special right in accordance with item § 11 below for each of these organisations. The member that has been granted a voting right with an increased number of votes shall be obliged to pay an additional membership fee for each vote. If the Membership Fee Regulations would base the calculation of the membership fee on a member's approved annual turnover or on the member's annual budget, the key figures of the respective organisation causing the increased voting right shall be authoritative for the calculation of the fee.
- (3) The board [*Vorstand*] shall decide, at their own discretion and on the basis of a written application from the person wishing to join, on the admission of members in accordance with subsection (1) above and the granting of special rights in accordance with subsection (2) above.
- (4) Unless otherwise provided for in these Statutes, the holders of special rights in accordance with subsection (2) above shall have the same rights and obligations as members.

§ 4

WITHDRAWAL OF MEMBERS

- (1) Any member may withdraw from the association as of the end of any calendar year by giving nine months' written notice to the board. The notice shall be given by means of a registered letter with return receipt to the board.
- (2) The right of members to withdraw from the association for good cause without observing a notice period shall remain unaffected by the provision above.

§ 5

EXCLUSION OF MEMBERS

- (1) Any member may be excluded from the association for good cause if the member culpably violates the interests of the association.
- (2) Such a good cause in accordance with subsection (1) above shall exist, in particular, if a member violates the member's obligations in relation to the association on the basis of intent or gross negligence, if the fulfilment of their obligations becomes impossible or if the relevant member fails to meet their obligation to pay the annual fee despite two requests by the board of the association. The board shall decide on the exclusion of the member by simple majority. The member shall be informed of the exclusion in writing, whereby the reasons shall be stated. The member concerned may make an objection against the exclusion to the board within two months after the notification of the exclusion has been served on that member. The member shall give reasons for the objection in writing. If the board does not remove the cause of the objection, the excluded

member may call the general meeting. Finally, after hearing the member concerned and the board, the general meeting shall take a final decision by simple majority.

§ 6

MEMBERSHIP FEES AND SPECIAL FEES

- (1) All members shall be charged annual fees. All members of the association shall pay annual fees in accordance with the Membership Fee Regulations to be adopted by the general meeting. The relevant member shall pay their membership fees and special fees out of their own funds.
- (2) The members shall be permitted to pay a higher fee voluntarily. Especially in the context of the cluster work in accordance with item § 14 below, the members involved may undertake, on the basis of separate contracts, to pay special fees. This shall require a prior separate contractual agreement between the association and the member.
- (3) Honorary members shall be exempted from the obligation to pay membership fees.
- (4) If a member withdraws from the association, the annual fees shall not be refunded (not even partially).

§ 7

EXECUTIVE BODIES OF THE ASSOCIATION

The board and the general meeting shall form the executive bodies of the association.

§ 8

BOARD

- (1) The board of the association shall consist of a minimum of 4 and a maximum of 9 members. The board shall act on an honorary basis. The board shall be elected by the general meeting for a term of two years; however, the board shall remain in office even after the expiration of the board's term of office until the new board has been elected. Each member of the board shall be elected individually unless the general meeting decides to elect the board via list election. Only natural persons who are employees of a member or honorary member of the association may be elected as members of the board. If a member of the board terminates their membership in the association, the term of office of the corresponding board member shall also be terminated. The same shall apply if the employee of a member who was appointed to the board ceases to work with that member. If a member of the board resigns early, the board may co-opt a successor for the

remaining term of office of the resigned member of the board. This successor must be approved by the next ordinary general meeting.

- (2) The board shall elect, from the board members, a chairperson, a first and a second vice-chairperson.
- (3) The board shall represent the association within court and beyond; the board shall have the status of a statutory representative. Two board members in each case shall represent the association jointly, whereby at least one of them must be the chairperson or one of the vice-chairpersons.

§ 9

RESPONSIBILITIES OF THE BOARD

- (1) The board shall be responsible for all matters of the association unless these matters are assigned to another executive body or organisation of the association by law or the Statutes. In particular, the board shall fulfil the following tasks:
 - (a) Preparing and convening the general meeting and drawing up the agenda;
 - (b) Implementing resolutions of the general meeting;
 - (c) Preparing the budget for each business year, accounting, preparing the annual report and preparing the commercial and tax balance sheets;
 - (d) Deciding on the admission of members in accordance with item § 3, subsection (2);
 - (e) Deciding on the rules for the use of the HYPOS trademark HYPOS logo by the members for promoting their products and themselves.
- (2) In all matters of particular importance to the association, the board shall bring about a resolution of the general meeting.
- (3) The board may appoint a managing director of the association. The board shall determine his or her field of tasks. The managing director shall be accountable in relation to the board.

§ 10

MEETINGS AND RESOLUTIONS OF THE BOARD

- (1) The board shall adopt resolutions at meetings convened by the chairperson (or, if the chairperson is absent, by the first vice-chairperson or, if the first vice-chairperson is absent, by the second vice-chairperson) with two weeks' notice. The agenda shall be sent with the invitation.
- (2) The board shall constitute a quorum if more than half of their members are present. Resolutions shall be passed by a majority of the valid votes cast; in the case of a parity of votes, the chairperson shall have the casting vote; if the chairperson is absent, the first vice-chairperson shall have the casting vote and if the first vice-

chairperson is absent, the second vice-chairperson shall have the casting vote.

- (3) The board shall be permitted to adopt resolutions by means of a written procedure by email or another form of electronic communication if all board members agree to this voting procedure.
- (4) The members of the board may be permitted to stay at another location during the meeting and to exercise voting rights there if ordered by the chairperson of the board (or, if the chairperson is absent, the first vice-chairperson or, if the first chairperson is absent, the second vice-chairperson). The meeting shall be transmitted simultaneously with video and audio to the respective locations of the board members. This permission may already be granted in the invitation to the meeting or upon request.
- (5) Guests who are not entitled to vote may attend the meetings of the board.

§ 11

RESPONSIBILITIES OF THE GENERAL MEETING AND VOTING RIGHTS

- (1) Every member shall be entitled to vote at the general meeting of the association. Another member or any professionally qualified employee of a member may be authorised in writing to exercise the voting right.
- (2) The general meeting shall decide on the following matters by resolution:
 - (a) Approval of the budget for the following business year prepared and presented by the board in accordance with item § 9, subsection (1), lit. (c) as well as any possible changes to the budget; acceptance of the annual report of the board; formal approval of the action of the board;
 - (b) Determination of the amounts of the membership fees in accordance with item § 6, subsection (1);
 - (c) Election and removal of board members in accordance with item § 8, subsections (1) and (2);
 - (d) Amendments to the Statutes in accordance with item § 15;
 - (e) Dissolution of the association in accordance with item § 16;
 - (f) Exercise of the association's participation rights in shareholdings under company law;
 - (g) Appointment of special representatives as defined by Section 30 of the German Civil Code [*Bürgerliches Gesetzbuch, BGB*] for the performance of certain legal transactions;
 - (h) Appointment of honorary members;
 - (i) Exclusion of members in accordance with item § 5, subsection (2).
- (3) If a member requests a voting right with an increased number of votes in accordance with item § 3, subsection (2), sentence 1, that member may be granted by the board for individual or several of their organisations indicated in § 3, subsection (2), sentence 1 a voting right as special right with an additional vote in each case for each organisation. Any member that has been granted such a voting right with an increased number of votes shall be permitted to send to the general

meeting for each of the votes represented by that member – by means of a corresponding authority in text form – a representative that is entitled to vote; these representatives shall not be required to cast their votes uniformly. The votes must not be cast unanimously.

§ 12

CONVENING THE GENERAL MEETING

- (1) The general meeting shall gather as required, but at least once during each calendar year. The meeting shall be convened by the board with four weeks' notice – unless exceptional circumstances require a shorter notice period – in writing or by email, whereby the agenda shall be indicated (“Invitation”). The notice period shall commence at the day after the Invitation was posted or sent by email. The Invitation shall be deemed to have been received by the relevant member if it was sent to the latest address indicated to the association in writing by that member. The board shall set the agenda.
- (2) Each member shall be permitted to request the board, in text form (letter, email, etc.) and at the latest one week prior to a general meeting, to add items to the agenda. The chairperson (in accordance with item § 13, subsection (1) of these Statutes) shall announce the addition at the beginning of the general meeting. The persons present at the meeting shall decide on requests to supplement and/or amend the agenda that were submitted during general meetings.
- (3) Any extraordinary general meeting shall be convened by the board if the interests of the association require it or if 1/10 of the members entitled to vote request it in writing, whereby the purpose and reasons shall be stated.
- (6) The members of the board and the members may be permitted to stay at another location during the general meeting and to perform actions related to the meeting there if ordered by the chairperson of the board (or, if the chairperson is absent, the first vice-chairperson or, if the first chairperson is absent, the second vice-chairperson). This permission may already be granted in the Invitation to the meeting. The members should inform the board in due time if they wish to participate in the general meeting in this way. The meeting shall be transmitted simultaneously with video and audio to the respective locations of the board and the members.
- (4) The board may already indicate in the Invitation that members of the association and members of the board may or must participate in the general meeting without being present at the place of the meeting and may or must exercise their membership rights by means of electronic communication.

§ 13

RESOLUTIONS OF THE GENERAL MEETING

- (1) The general meeting shall be chaired by the chairperson (and, if the chairperson is

absent, by the first vice-chairperson or, if the first vice-chairperson is absent, by the second vice-chairperson of the board (“Meeting Chairperson”).

- (2) If the general meeting has not passed a resolution regarding the type of voting, the Meeting Chairperson shall determine the type of voting. Voting must be performed in writing if 1/3 of the members that are entitled to vote and present request that. The general meeting shall in each case have a quorum if it has been duly convened, irrespective of how many members are actually present. This shall not apply to resolutions in accordance with the following subsections (5) and (6) and items § 15 and § 16. With regard to such resolutions, the general meeting shall have a quorum only if at least half of the members (including members with a voting right with an increased number of votes) are present at the general meeting. If the general meeting does not have a quorum for such resolutions, a new general meeting must be convened for such resolutions. That meeting shall have a quorum regardless of the number of members present. This fact must be indicated in the invitation.
- (3) In principle, the general meeting shall adopt resolutions by a simple majority of the valid votes cast.
- (4) A qualified majority of 3/4 of the votes of the members present at the meeting shall be required for the following resolutions of the general meeting:
 - (a) Changes to the Statutes in accordance with items § 15 and § 11, subsection (2), lit. (d);
 - (b) Determination of the annual fees in accordance with items § 6, subsection (1) and § 11, subsection (2), lit. (b);
 - (c) Exclusion of members in accordance with items § 5, subsection (2) and § 11, subsection (2), lit. (i);
 - (d) Acquiring shareholdings under company law and exercising the association’s participation rights in shareholdings under company law in accordance with item § 11, subsection (2), lit. (h).
- (5) A change in the purpose of the association can be resolved with a majority of 3/4 of the votes of the members of the association that are present at the meeting. Subsequent budget increases in the scope of resolutions passed by the general meeting in accordance with item § 11, subsection (2), lit. (a) shall also require a majority of 3/4 of the votes of the members of the association that are present at the meeting.
- (6) During elections, the person who has received more than half of the valid votes cast shall be elected. If no one has received more than half of the valid votes cast, a run-off vote shall be conducted between the two candidates who have received most of the votes. The person who received most of the votes shall then be elected. In the case of a parity of votes, the election shall be decided by a lot to be drawn by the Meeting Chairperson.
- (7) Minutes shall be taken of the resolutions of the general meeting that shall be signed by the Meeting Chairperson and by the keeper of the minutes who shall be appointed by the Meeting Chairperson at the beginning of each general meeting. Each member of the association shall receive a copy of the minutes of the respective meeting. The board of the association shall be responsible for keeping the original minutes.

§ 14

TOPIC CLUSTERS AND PERSONS IN CHARGE OF CLUSTERS

- (1) In order to implement the purposes of the association in accordance with the individual topics along the HYPOS value chain, topic clusters shall be formed. In the topic clusters, projects shall be developed that are intended to contribute to the promotion of the association's purpose in the interest of the association. The content of these activities shall be described in project form.
- (2) The work results achieved by the topic clusters and, in particular, the projects developed by them shall be submitted to the board for evaluation and coordination of the implementation of the respective projects.
- (3) The board shall decide on establishing and dissolving a topic cluster. The heads of the clusters (so-called "Cluster Managers") shall be appointed by the board for a period of two years. Reappointments shall be possible. A removal of such Managers by the board shall be possible at any time without the need to state any reasons.

§ 15

CHANGES TO THE STATUTES

Changes to the Statutes shall be adopted by the general meeting with a majority of 3/4 of the votes of the members of the association that are present at the meeting and shall only be effective when entered into the register of associations.

§ 16

DISSOLUTION OF THE ASSOCIATION

- (1) The dissolution of the association shall require a resolution of the general meeting with a majority of 3/4 of the votes of the members of the association that are present at the meeting.
- (2) Unless otherwise decided by the general meeting, the chairperson and the first vice-chairperson shall be liquidators that are jointly authorised to represent the association.
- (3) The liquidators shall donate the assets available after the end of the liquidation to an organisation that conducts research in connection with the purpose of the association and that is not economically active.
- (4) The provisions above shall apply with the necessary modification if the association will be dissolved for any other reason or loses their legal capacity.

§ 17

GENDER CLAUSE

For reasons of better readability, the simultaneous use of the male, female and diverse language forms (f/m/d) has been omitted. All designations of persons shall apply equally to all genders.

§ 18

MISCELLANEOUS PROVISIONS

- (1) Halle (Saale) shall be the exclusive place of jurisdiction for all disputes.
- (2) If individual provisions of these Statutes should be partially or completely invalid, unenforceable or void, the other provision of these Statutes shall remain unaffected thereby. The same shall apply to regulatory gaps in the Statutes. Instead of the partially or completely invalid, unenforceable or void provision, the relevant statutory provision shall apply.
- (3) These Statutes shall be governed by German law; private international law shall be excluded.

Founding date of the association: 30 October 2013

Date of amendments to the Statutes: 26 January 2023