

**ARTICLES OF ASSOCIATION
AUGUSTA Technologie Aktiengesellschaft**

**I. Company Name, Registered Office, Purpose of the Company,
Duration of the Company, Fiscal Year and Notices**

Article 1 Company Name and Registered Office

1. The Company is registered under the name:

Augusta Technologie Aktiengesellschaft.
2. The registered office of the Company is Munich.

Article 2 Purpose of the Company

1. The purpose of the Company is to research, develop, produce and trade in the area of technology, and particularly in the areas of information technology, sensor technology and telecommunications. The Company may acquire and represent companies of the same or a similar kind as well as acquire and dispose of interests in such companies. The Company may establish subsidiaries in Germany and abroad.
2. The Company may enter into all transactions that could be useful in achieving or promoting the Company's purpose, with the exception of banking transactions as described in Section 1 of the Kreditwesengesetz (German Banking Act).

Article 3 Duration of the Company and Fiscal Year

1. The duration of the Company is unlimited.
2. The fiscal year is the calendar year. The first fiscal year begins on the day on which the Company is entered in the Commercial Register and ends on the following December 31 (short fiscal year).

Article 4 Notices

1. The notices of the Company – to extend permitted by law – will only be published in the electronic *Bundesanzeiger* (German Federal Gazette).
2. Subject to the approval of the shareholders, the Company may send the shareholders information by way of remote data transmission.

II. Share Capital and Shares

Article 5 Share Capital and Shares

1. The share capital of the Company amounts to € 8,435,514 (eight million four hundred and thirty five thousand five hundred and fourteen euros).
2. The share capital is divided into 8,435,514 no-par value shares.
3. The shares are bearer shares. The same applies to capital increases, unless otherwise resolved.
4. The form of share certificates, profit-sharing certificates and renewal coupons are determined by the Managing Board. The same applies to bonds.
5. The right of shareholders to individual certification of their shares is excluded. No share certificates are printed.
6. The Managing Board is authorized to increase the share capital of the Company, with the approval of the Supervisory Board, on one or several occasions in the period until August 17, 2010 by up to a total of € 4,217,757 against cash or non-cash contributions by issuing up to 4,217,757 bearer shares (no-par value shares). The Managing Board is authorized, with the approval of the Supervisory Board, to disapply shareholders' pre-emptive rights:
 - a) to eliminate fractions,
 - b) to issue employee shares to the staff of the Company or its affiliated companies,
 - c) in return for obtain non-cash contributions, particularly companies or parts thereof
 - d) by a maximum of 10% of the available share capital on utilization exercising the authorized capital, if the issue price of the shares is not materially lower than the market price.
7. The Company is authorized to contingently increase the share capital by up to € 31,092.00 by issuing up to 31,092 new ordinary shares (Contingent Capital I). The contingent capital increase will be implemented only if:
 - a) the holders or creditors of conversion rights or warrants attached to bonds issued before May 31, 2004 by the Company or companies in which it holds a direct or indirect majority interest choose to exercise their conversion or option rights, and/or

- b) the holders or creditors obliged to convert convertible bonds issued before May 31, 2004 by the Company or companies in which it holds a direct or indirect majority interest comply with their conversion obligation.

The new ordinary shares carry full dividend rights from the beginning of the fiscal year in which they are created by exercise of conversion or option rights or as a result of compliance with a conversion obligation.

8. The Company's share capital shall be conditionally increased by up to € 843,551.00 by means of the issue of up to 843,551 new bearer shares (conditional capital II). The conditional capital increase shall only be implemented to the extent that pre-emptive rights have been issued according to the 2008 share option program in line with the resolution of the General Meeting of 9 May 2008; the holders of the pre-emptive rights exercise these, and the Company does not grant any treasury shares to fulfill the pre-emptive rights. The new bearer shares shall participate in the profit from the start of the fiscal year in which they are issued.
9. The Supervisory Board is authorized to make purely formal amendments to the text of these Articles of Association, and in particular to make amendments to Article 5 after a full or partial capital increase or after an authorization period has ended with or without a capital increase. The Supervisory Board is also authorized to amend these Articles of Association insofar as this becomes necessary as a result of an increase or a failure to increase share capital.

III. The Managing Board

Article 6 Composition and Appointment

1. The Managing Board consists of one or more persons.
2. The Supervisory Board appoints the members of the Managing Board and determines their number insofar as the law does not expressly stipulate a particular number. The Supervisory Board appoints the Chairman of the Managing Board and may also appoint deputy members of the Managing Board.

Article 7 Right of Representation

If the Managing Board consists of only one member, this member is authorized to represent the Company on his/her own. If the Managing Board consists of more than one member, the Company is represented by two members of the Managing Board together or by one member of the Managing Board and a *Prokurist* (authorized signatory). The Supervisory Board may grant the right of sole representation to individual members of the Managing Board, even if the Managing Board consists of several members, and may exempt any member of the Managing Board from the limitations

of Section 181 of the *Bürgerliches Gesetzbuch* (German Civil Code or BGB) in general or in a specific case, insofar as this does not contravene Section 112 of the *Aktengesetz* (German Public Companies Act or AktG).

IV. The Supervisory Board

Article 8 Composition, Election and Term of Office of the Supervisory Board

1. The Supervisory Board consists of three members insofar as the law does not stipulate a different number or composition. Members of the Supervisory Board are elected at most for a period ending with the conclusion of the General Meeting which resolves on their discharge for the fourth fiscal year after the beginning of their term of office. The fiscal year in which the members are elected is not included. Section 30 (3) of the AktG remains unaffected.
2. If a Supervisory Board member is elected to replace a member who retires prior to the end of their term of office, he or she shall hold the office for the duration of the departing member's term.
3. Any member of the Supervisory Board may resign his or her office for good cause or for other reasons, subject to one month's notice, by submitting one a written declaration to the Managing Board.

Article 9 Chairman of the Supervisory Board

1. Immediately following the General Meeting in which the members of the Supervisory Board required to be elected by the General Meeting are elected, a Supervisory Board meeting will be held which does not have to be specially convened. In this meeting the Supervisory Board, under the chairmanship of the oldest Supervisory Board member, elects from among its members the Chairman of the Supervisory Board and a Deputy Chairman for its term of office. Should the Chairman or Deputy Chairman of the Supervisory Board resign prior to the end of his or her term of office, the Supervisory Board shall elect a replacement without delay.

Article 10 Resolutions and By-laws of the Supervisory Board

1. Supervisory Board meetings are convened by the Chairman or the Deputy Chairman as frequently as is required by law or the Company's business activities.
2. The Chairman or the Deputy Chairman of the Supervisory Board presides over the Supervisory Board meetings. Voting procedures are determined by the chairperson of the meeting.

3. The Supervisory Board may adopt resolutions without convening a meeting by taking votes in writing, by telegraph or by telephone if the Chairman or the Deputy Chairman issues a request to this effect and no Supervisory Board member objects to this procedure.
4. Resolutions are passed by a simple majority of the votes cast. In the event of a tie, the chair of the meeting casts the deciding vote, or, in the case of elections, lots are drawn.
5. Declarations of intent by the Supervisory Board are made on its behalf by the Chairman or the Deputy Chairman.

Article 11 Consent of the Supervisory Board

1. The Supervisory Board's consent is required when granting "*Prokura*" (authorized signatory status).
2. The Supervisory Board may also stipulate other transactions which require its consent.

Article 12 Remuneration

The regulation of the remuneration of the Supervisory Board will be decided by means of a majority vote by the General meeting.

V. General Meeting

Article 13 Convening of the General Meeting

1. The General Meeting shall take place at the registered office of the Company or another location within the Federal Republic of Germany. The General Meeting is convened by the Managing Board or, where required by law, by the Supervisory Board.
2. Announcements of General Meetings must – unless shorter notice is permitted by law – be published in the electronic *Bundesanzeiger* at least 30 days prior to the last date of registration (Art. 14 No. 1), not counting the day of publication and the date of registration itself.

Article 14 Conditions for Attendance

1. The shareholders are only authorized to attend the General Meeting if they have registered with the Company to attend the General Meeting at the latest seven days prior to the General Meeting (registration period). If this day falls

on a Saturday, Sunday, or a holiday legally recognized at the Company's domicile, the preceding working day applies. Share ownership must be evidenced by a certificate from the custodian bank, which must refer to a date determined in the invitation in accordance with the statutory provisions and must be received by the Company at the latest at the end of the registration period. This evidence must be submitted in writing in German or English.

2. Details regarding the registration for the General Meeting and the issue of admission tickets are to be included in the invitation.

Article 15 Voting Rights

1. Each no-par value share entitles the holder to one vote. Holders of preferred shares are not eligible to vote unless the law stipulates otherwise. Where preferred shares do carry voting rights in such cases, each preferred share is entitled to one vote.
2. For shares which have not yet been fully paid in, voting rights become effective upon payment of the applicable statutory minimum payment pursuant to Section 134 (2), (3) and (5) of the AktG.

Article 16 General Meeting Procedures

1. The Chairman of the Supervisory Board, his or her Deputy or another chairperson appointed by the Supervisory Board presides over the General Meeting. In the event that a member of the Supervisory Board does not chair the meeting, the oldest shareholder present at the General Meeting presides over the election of the chairperson.
2. The chairperson presides over the meeting and determines the order of discussion of the items on the agenda.
3. The chairperson determines the form votes are to take, and lays down the additional details.
4. The chairperson may authorize the broadcasting and recording of the General Meeting in its entirety, and particularly the speeches, the votes and the announcements of the resolutions in using audio and/or vision media and via electronic media to an undefined group of people. The Managing Board reserves the right subject to the statutory provisions, to circulate both shareholders' requests for information and the Company's response to such requests in preparation for/for the implementation of the General Meeting.
5. The chairperson may reasonably limit the time allowed for exercising shareholders' rights to ask questions and their rights to speak. In particular, at the outset or in the course of the General Meeting, he or she may specify a time

framework for the entire course of the General Meeting, for the discussion of various agenda items and/or for the individual questions or speeches.

Article 17 Resolutions of the General Meeting

1. The resolutions of the General Meeting are adopted by a simple majority of votes cast and, insofar as a capital majority is required, by a simple majority of the share capital represented, unless otherwise expressly stipulated by law or the Articles of Association.
2. The Supervisory Board is authorized to make purely formal amendments to the text of these Articles of Association.

VI. Appropriation of Profits

Article 18 Appropriation and Distribution of Profits

1. The accumulated profits will be distributed to the shareholders unless the General Meeting resolves otherwise.
2. In the event that new shares are issued, these may be given preferential treatment with regard to the distribution of dividends in contrast to Section 60 of the AktG.

VII. Concluding Provisions

Article 19 Final Provisions

The Company shall bear the entire costs of formation, in particular with regard to the required documents, entry into the Commercial Register including incidental costs, capital property transfer tax, the audit by the formation auditor, legal advice, etc. (formation expenses), amounting to approximately DM 20,000.00."

End of the Articles of Association