

**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. Subject to the approval of the Supervisory Board, the Managing Board is authorized to increase the Company's share capital once or several times until May 14, 2014, up to a total of EUR 4,217,757 by issuing up to 4,217,757 bearer no-par value shares (Authorized Capital 2009/I) against cash or non-cash contributions. In all cases a subscription right is to be provided for shareholders. The new shares can also be taken over by one or several credit institutions with the obligation of offering them to the shareholders for subscription. The Managing Board is authorized to bar shareholder subscription rights, subject to the approval of the Supervisory Board:
  - a) to offset fractional amounts that accrue as a result of subscription proportions, or
  - b) for one or several capital increases against non-cash contributions, in particular in the form of companies or parts of companies, or
  - c) for one or several capital increases against cash contributions, insofar the issue price of the shares does not fall significantly below that of the exchange price of the shares already listed of the same endowment, and the proportional amount in the share capital of the Company, which falls to the shares issued in exclusion of the subscription right, does not exceed 10% of the share capital neither at the time of this authorization becoming valid nor at the time of exercising this authorization. The proportional amount in the share capital of the Company is to be credited here that falls to shares that were issued against cash on the basis of this authorization to the exclusion of the subscription right or were sold on the basis of an authorization to appropriate treasury shares according to Sections 71 (1) No. 8 Sentence 5, 186 (3) Sentence 4 AktG to the exclusion of the subscription right.

Otherwise, the Managing Board decides on the content of the respective share rights and the other conditions of issuing shares, subject to the approval of the Supervisory Board.

7. 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 fulfil 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.
8. 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). 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