

**Articles of Association
for "BioLAGO"**

§ 1 Name, registered office, financial year

1. The Association shall bear the name: "BioLAGO" and, after its entry in the register of associations, the suffix "e.V."
2. The BioLAGO Association is based in Constance and is registered in the Freiburg Register of Associations under VR 380872.
3. The financial year shall be the calendar year.

§ 2 Purpose and tasks

1. The Association:
 - supports and catalyses the establishment of an innovative and financially strong regional health and life science sector in the four countries bordering Lake Constance: Germany, Switzerland, Liechtenstein and Austria,
 - serves to establish an independent representation of interests of the health and life science sector at and around Lake Constance,
 - promotes the international positioning of the regional health and life science industry as a top performer for the future competitiveness of the region,
 - cooperates with other national and international interest groups in the biotechnology, health and life sciences sectors,
 - supports the exchange and cooperation in the health and life science sector between the business enterprises active there, scientific institutions (such as universities, universities of applied sciences and institutes) and health care providers,
 - supports member companies in their development in order to strengthen the regional economy as a whole by promoting the health and life science sector,
 - supports its members by networking with other members.
2. Within the scope of its purpose, the Association essentially performs the following tasks:
 - Provision of information and promotion of the exchange of information and technology transfers between members and research institutions;
 - creation of a platform for interested companies to participate in relevant funding measures;
 - promoting the exchange of information between research networks, research institutions and industry.
3. The Association's funds may only be used for the purposes set out in the Articles of Association. Members shall not receive any benefits from the funds of the Association. No person may be favoured by expenses that are alien to the purpose of the Association or by disproportionately high remuneration.
4. The Association may cooperate with other institutions of any kind in order to implement and support the aims of the Association. It may participate in other enterprises and institutions, provided that this participation serves the purposes of the Association.

§ 3 Membership

1. Members of the Association may be legal entities under private law, corporations with legal capacity, institutions and foundations under public law, sole proprietors and partnerships, provided that membership appears to be beneficial to the Association.
2. In particular, these are:
 - Companies from all sectors of the innovative and technology-oriented health and life science industry and related business services (particularly pharmaceutical, agricultural, food, nutritional, medical, chemical, fine chemical, service, consumer goods companies, companies that manufacture or distribute equipment, software, chemicals, reagents in the field of biotechnology, life sciences or medical technology, as well as biotechnological companies and other companies with an interest in the application of biotechnological processes and research);
 - technology transfer offices;
 - consultants, auditors and lawyers, or corresponding companies;
 - capital providers such as VC companies and banks;
 - academic institutes and the organisations behind them;
 - other institutions under public law (municipalities, cities, etc.);
 - non-profit organisations that are active in this environment.
3. The Association has the following members:
 - full members (including honorary members)
 - associate members
 - BioLAGO friends

Only full members have voting rights and may be elected to Association offices.

Associate members are members who are not listed in § 3 no. 1-2. They are exempt from the obligation to contribute.

BioLAGO friends are members as private individuals who are not included in § 3 no. 1-2 and are not associate members. BioLAGO friends pay a special annual fee.

Ordinary members who wish to support the Association in a special way may do so through sponsorship or pay an additional fee set by the Board in addition to the normal Association fee and shall be specially highlighted as "Supporting Members" in presentations of the Association.

4. The Board of Directors shall decide on the application for admission to the Association. The application for membership must be made in text form. There is no legal entitlement to admission. The Board may allow exceptions to the standard requirements for membership.

§ 4 Termination of membership

1. Membership shall be terminated by resignation, exclusion, loss of business ability, loss of legal capacity, if insolvency proceedings have been opened against the assets of the member or have been rejected for lack of assets or, in the case of partnerships, by their dissolution.
2. Voluntary resignation from the Association must be declared to the Board in text form. It is only permissible at the end of a calendar year with a notice period of three months to be observed.
3. A member may be expelled with immediate effect by the Board if it is three months in arrears with the membership fee despite a reminder. In this case, exclusion may only be effected if at least one month has elapsed after the reminder has been sent and the arrears have not been settled (simplified exclusion procedure).
4. A member may be expelled from the Association by the Board if it has persistently violated the interests of the Association or in any other way seriously jeopardises the realisation of the purpose of the Association.
5. The Board shall decide on the exclusion of a member by resolution. The member must be given the opportunity to comment before the decision is taken. The exclusion shall be communicated to the member in text form.

6. The member has the possibility to lodge an appeal against the exclusion decision within one month after its delivery. The appeal must be submitted in writing to the Board. The Board shall decide on the appeal within one month.
7. Upon termination of membership, there shall be no refund of dues paid. All rights and claims to the Association's assets and services shall also be extinguished.

§ 5 Membership fees

1. The Association finances its tasks through contributions, sponsorship fees and donations from its members and third parties.
2. Members shall pay an annual membership fee per member. The membership fee shall be set by the Board and approved by the General Meeting. Any change in the membership fee shall require the approval of the General Meeting.
3. If a member joins during the course of the year, the full membership fee shall be paid if joining in the first half of the year, and half of the membership fee if joining in the second half of the year.
4. Membership fees are payable annually in advance.
5. A change in the annual membership fees for the coming financial year shall be made on the basis of an effective resolution of the General Meeting of Members in accordance with § 7 no. 16 f and shall be communicated to all members in text form by sending them the minutes of the General Meeting of members.
6. In the event of an increase of the membership fee pursuant to § 5 No. 5, each member shall, after receipt of the minutes of the General Meeting, besides the ordinary right of termination as specified in § 4 no. 2, have an extraordinary right of termination. This right shall be exercised by registered letter and shall become effective upon receipt by the Board by the end of the financial year at the latest, i.e. the membership shall end at the end of the current financial year.

§ 6 Organs

1. Organs of the Association are
 - a) the General Meeting,
 - b) the Board of Directors.
2. The activity in the organs is honorary.
3. By resolution of the General Meeting or the Board, further bodies (advisory board, committees, working groups) may be formed.
4. The members of the Board shall be entitled to reimbursement of their expenses incurred in the exercise of their office (only if sent on behalf of the Association). Details shall be laid down in an expenditure regulation by the Board and adopted by the General Meeting.

§ 7 General Meeting

1. An ordinary General Meeting shall be convened at least once a year. The meeting shall be convened by the Executive Board in text form and shall include an agenda. The agenda shall be set by the Executive Board.
2. An extraordinary General Meeting shall be convened if the interests of the Association so require or if at least one quarter of the voting members of the Association request such a meeting in writing, stating the purpose and the reasons.
3. The General Meeting can be held online as a face-to-face meeting or as a virtual General Meeting (video meeting). A combination of a face-to-face meeting and a video meeting is also possible. In the case of a video meeting, the access word valid only for the current meeting shall be announced in a separate e-

mail at least three hours before the meeting. It is sufficient that the e-mail is duly sent to the last e-mail address of the respective member known to the Board. Members who do not have an e-mail address shall receive the access word by post to the last address made known to the Board. Sufficient is the proper dispatch of the letter three days before the video meeting.

4. The General Meeting shall be convened in text form by the Executive Board with a notice period of at least four weeks. The period shall commence on the day following the date on which the letter of invitation is sent. The letter of invitation shall be deemed to have been received by the member if it is addressed to the last address or e-mail address provided by the member.
5. Motions from members must be received in writing, signed and addressed to the Association's Board of Directors no later than 3 weeks before the General Meeting. If a member submits a motion within the deadline, the supplemented agenda shall be announced to the members separately in text form at the latest one week before the General Meeting.
6. All members of the Association have equal voting rights in the General Meeting, with the exception of associate members and BioLAGO friends. Each member may be represented by another member. Multiple representations are permissible. The representative(s) must be authorised by the member in text form vis-à-vis the Board.
7. General Meetings are not open to the public. Non-members may be admitted as guests of the General Meeting.
8. Resolutions - with the exception of those concerning amendments to the Statutes and the dissolution of the Association - shall be passed by a simple majority of the votes cast, unless a different majority is prescribed by law or by these Statutes. In the event of a tie, a motion shall be deemed rejected. Abstentions shall be counted as votes not present.
9. The members of the Board shall be elected by the General Meeting for a period of two financial years, beginning with the financial year following the General Meeting. Re-election is permissible. The election shall in principle take place within the framework of an individual election.
10. If several persons are to be elected at the same time in an election, an election "en bloc" (block election) is permissible. A block election is only permissible if a maximum of as many persons stand for election as are to be elected. In a block election, only all candidates of the block can be elected together or denied the vote altogether.
11. A two-thirds majority of the members present is required for a resolution on amendments to the statutes. Amendments to the statutes may only be voted on at the General Meeting if this agenda item has already been referred to in the invitation (within the statutory time limit) to the General Meeting and the previous and the proposed new text of the statutes are enclosed with the invitation.
12. A duly convened General Meeting shall constitute a quorum irrespective of the number of members present, unless otherwise provided for in these by-laws.
13. The General Meeting shall be chaired by the chairperson of the Board or, if the chairperson is unable to attend, by the deputy chairperson. If no member of the Board is present, the General Meeting shall determine the chairperson of the meeting. The chairperson of the meeting shall appoint the keeper of the minutes.
14. The manner of voting shall be determined by the chairperson of the meeting.
15. Minutes shall be kept of the resolutions of the General Meeting and shall be signed by the Board. A list of participants of the General Meeting shall be attached to the minutes. A written copy of the minutes or an electronic copy shall be sent to the members without delay.
16. The General Meeting is responsible for:
 - a) the election of the Board of Directors;
 - b) the approval of the annual accounts and the business report;
 - c) the discharge of the Board of Directors;
 - d) the election of the auditor from among the members, who may not be members of the Board and may not be employees of the Association; the election shall be for two years;
 - e) the adoption of the annual budget on the basis of the economic plan presented by the Board and, if indicated,
 - f) the (re-)determination of the membership fees, the fees for honorary members, the BioLAGO friends fees as well as the admission fee based on the determined annual budget;
 - g) additions to the agenda that are only requested at the General Meeting;
 - h) the amendment of the Articles of Association;

- i) the dissolution of the Association.
- 17. The auditor may be re-elected once. The auditor shall audit the accounts, including the annual financial statements and receipts, after the end of each financial year. He/she shall report on the results of the audit at the next General Meeting. The auditor is authorised to inspect the documents to be audited at any time and to request information on the accounting. The auditing of the accounts may also be entrusted to an auditing company by resolution of the General Meeting.
- 18. A resolution to dissolve the Association may be passed with the approval of two-thirds of all voting members. If at least two thirds of the voting members of the Association are not present at the General Meeting which is to decide on the dissolution of the Association, a new General Meeting shall be convened within two weeks, which shall decide with a two-thirds majority of the voting members present. Unless the General Meeting decides otherwise, the chairperson of the Board and his or her two deputies shall be the joint liquidators of the Association with power of representation. This provision shall apply accordingly in the event that the Association is dissolved for any other reason or loses its legal capacity. In the event of the dissolution of the Association, the General Meeting shall decide on the realisation of the remaining assets.

§ 8 Board of Directors

- 1. The Board of Directors shall consist of a minimum of three and a maximum of ten members. The members of the Board are elected by the General Meeting for a term of two years. However, the Board of Directors shall remain in office after the term of office has expired until a new Board of Directors has been elected. Re-election is permitted. Only association members or natural persons who, at the time of their election, are authorized to represent the association member individually on the basis of statutory or legal power of attorney (e.g. members of the management or the Executive Board, persons with power of attorney) may become members of the Board of Directors. Other employees of a member of the association may become members of the Board of Directors, provided that at the time of their election the member of the association has given written consent signed by the person(s) authorized to represent them.
- 2. The Board of Directors elects the chairperson and two deputies from among its members.
- 3. The Executive Board in the sense of § 26 BGB is the chairperson and his or her two deputies. The Association shall be represented judicially and extrajudicially by two members of the Executive Board jointly.
- 4. A person's membership of the Board of Directors shall end in the event of unsuccessful re-election, by withdrawal of confidence by the General Meeting with a three-quarters majority of the votes cast. The resignation of a member of the Association shall not automatically result in the termination of the Board function of the person derived from his/her membership.
- 5. The Board shall be responsible for all matters of the Association which are not assigned to the General Meeting by the statutes or by mandatory provisions of the law. The Board is responsible in particular for:
 - a) the admission of members;
 - b) the expulsion of members;
 - c) the drawing up of proposals for membership fees to the General Meeting;
 - d) the preparation of an annual economic plan within the respective first business half year for the respective following business year, in which the planned activities, tasks and obligations as well as political lines of the Association, individual planned research priorities are defined;
 - e) the presentation of the economic plan to the General Meeting for the following business year for resolution;
 - f) ongoing reporting to the General Meeting regarding the implementation and status quo of the work and activities according to the current economic plan;
 - g) the convening of General Meetings;
 - h) the establishment of rules of procedure.
- 6. Invitations to meetings of the Board shall be sent by the chairperson in text form, observing a notice period of at least seven days. It shall be sufficient to duly send the e-mail to the last e-mail address of the respective member known to the Board.
- 7. The Board shall adopt its resolutions in board meetings (hereinafter clause 8) or by circulation procedure (hereinafter clause 9).

8. The board meeting can be held as a face-to-face meeting or as a video meeting. A combination of a face-to-face and video meeting is also possible. The Board shall adopt its resolutions by simple majority. Resolutions shall be recorded in text form. The minutes shall indicate which Board members participated in the board meeting. Votes shall be documented in an overall result and communicated to the members of the Board by way of minutes in text form.
9. Special provision for voting by circular resolution: For votes by circular resolution, the proposed resolution shall be sent to the members of the Board in text form. The members of the Board shall be given a period of two weeks within which the vote must take place. Voting declarations received late or not at all are invalid. Like abstentions, they are considered as votes not cast. If a Board member votes against the proposed resolution within the time limit, the resolution shall be deemed not to have been adopted and shall be dealt with at the next board meeting.
10. Members of the Board shall not be entitled to vote if the resolution concerns the performance of a legal transaction with them or the initiation or settlement of a legal dispute between them and the Association. They are obliged to note this on the voting sheet.
11. The Board shall negotiate in particular with politics, science, business and all relevant external bodies, institutions and research groups. In doing so, it shall ensure that the purpose of the Association is taken into account.
12. The chairperson or, at his or her request or if he or she is prevented from attending, a vice-chairperson appointed by him or her, shall be responsible for:
 - a) the chairing of the meetings of the Board of Directors and the General Meeting of members,
 - b) the calling of board meetings as required or if at least two members of the Board request it in text form, stating the reason. There shall be a minimum period of 14 days between the notification and the date of the meeting.
13. The members of the Board shall only be liable to the Association for intentional or grossly negligent conduct. If claims are made against Board members by third parties on the basis of their Board activities, the Association shall indemnify the Board member concerned against such claims, unless the Board member acted with intent or gross negligence.

§ 9 Version

1. The last amendment of the Articles of Association shall apply as per resolution of the General Meeting of 16.09.2024.