

**Statutes of
Industrielle Biotechnologie Bayern Netzwerk GmbH**

**§1
Company, Place of Business**

1. The company's name is:

Industrielle Biotechnologie Bayern Netzwerk GmbH

2. The company's registered office is in Munich, Germany.

**§2
The Company's Objective**

1. The company's objective is to support market stakeholders in the implementation of valuable, scientific evidence into innovative, competitive products and processes in the field of industrial biotechnology and sustainable economy. In particular, this objective is realized through the following activities:
- a. Establishing, expanding, managing, and maintaining a strong, cross-regional and intersectoral competence network.
 - b. Catalyzing the technology transfer, especially by:
 - Supporting network partners in the design and conceptualization of R&D-projects and/or in the writing of project funding proposals. For this purpose, subnetworks or operative consortia are created with the specific focus of activity to form and stabilize structures along (novel) value chains.
 - Promoting spin-offs and start-ups of companies and strengthening the start-up scene.
 - Supporting the settlement of companies.These activities include the support in acquiring grant funding and the finding of additional financing sources.
 - c. Publicity, visualization and information, especially through
 - Public Relations, comprising organization and hosting relevant events targeting the public and professional audience.
 - Location marketing for the industrial biotechnology and a sustainable economy, including the promotion of applied academic research and teaching.
 - Information processing (relevant news from the economy, science, politics) and disseminating to the public and professional audience.
 - d. Fostering the dialogue between companies and politics, advocating improved framework conditions for the industrial biotechnology and sustainable economy.
2. The company is entitled to all transactions and measures, which are suitable to promote the company's objective directly or indirectly.

§3
Original Share Capital

1. The company's original share capital amounts to:
EUR 25,000.00
(in words: Euro twenty-five thousand)

The original share capital was assumed in full by the association "Förderverein Industrielle Biotechnologie Bayern e.V." (shareholder) and was provided in cash.

§4
Duration of the Company and Financial Year

1. The company has been established for an indefinite period.
2. The financial year is equal to the calendar year.

§5
Representation and Management

1. The company has one or more managing directors.
2. If only one managing director has been appointed, this managing director shall represent the company alone. If several managing directors have been appointed, the company shall be represented by either two managing directors together or by one managing director and one authorized officer. In the case of several managing directors, the shareholder's meeting can appoint the power of sole representation to one or several managing directors. This meeting may exempt one or more managing directors from the restrictions of § 181 German Civil Code (BGB) in general or in individual cases.
3. The managing directors shall be obliged to set up a business plan for the upcoming fiscal year in due course before the end of a fiscal year; it comprises all relevant company projects as well as the envisaged budget. The plan shall be submitted for voting to the shareholder's meeting or its representatives, respectively (Board of Directors of the Association "Förderverein Industrielle Biotechnologie Bayern e.V.").
4. The management requires the expressed prior consent of the shareholder's meeting for the following measures and actions:
 - a. Acquisition, sale, or encumbrance of real estate and rights equivalent to real estate
 - b. Foundation, acquisition, sale, or liquidation of subsidiaries as well as all amendments to the subsidiaries' articles of association, especially in case of corporate actions

- c. Conclusion, amendment, or termination of intercompany agreements in corresponding application of §§ 291 et seq. AktG
 - d. Conclusion, amendment or cancellation of agreements on the establishment, modification or sale of, or the disposal of, shareholdings of any kind
 - e. Granting of procuration, power of attorney or bank power of attorney
 - f. Commencement of new or discontinuation of existing business lines as well as transactions or measures leading to a fundamental change in the company's net assets, financial position, or results of operations
 - g. Making fundamental organizational changes to the company, unless included in the annual business plan
5. The shareholder's meeting may extend the scope of the transactions mentioned in section 4, which the management may only carry out subject to the expressed prior consent of the shareholder's meeting. This action can also be done in the rules of procedure for the management. The shareholder's meeting may grant approvals according to the above provisions in general, for a limited or unlimited period, and also to individual managing directors.

§6 Advisory Board

1. The company may establish an Advisory Board based on a shareholder's resolution. The Advisory Board consists of up to nine voting members, who are appointed by the shareholder's meeting for a term of up to three years. The shareholder's meeting may recall members of the Advisory Board at any time. If no Advisory Board member is appointed (e.g., by expiry of the term), the Advisory Board is automatically dissolved.
2. The Advisory Board advises the management, especially on the evaluation of the projects for which the company is to undertake the management. The Advisory Board shall only have the assigned rights according to these statutes. § 52 GmbHG is not applicable to the Advisory Board.
3. The Advisory Board elects a chairman/chairwoman from among its members. The chairman/chairwoman retains his/her office until his/her retirement from the Advisory Board.
4. The Advisory Board shall decide by resolution. It is only quorate if 50% of the appointed members participate in the decision-making process. Resolutions are passed by a simple majority of the votes cast. Each board member has one vote; the chairman/chairwoman has a casting vote in the event of a tie.
5. The chairman/chairwoman shall convene the Advisory Board by a suitable means of communication defined by him/her (including e-mail), at a term of two weeks; in urgent cases, an appropriate shorter term may also be determined by the chairman/chairwoman. In principle, resolutions shall be passed during meetings, however, resolutions may also be passed orally, by telephone, in writing or by fax.

Minutes shall be taken concerning the Advisory Board's resolutions which shall be signed by the chairman/chairwoman.

6. The Advisory Board members shall act in an honorary capacity but shall be entitled to reimbursement of their expenses linked to their Advisory Board activities, insofar as these were necessary.

§7

Responsibility of the Shareholder's Meeting

1. The ordinary shareholder's meeting shall be held once a year, if possible, within the first five months following the end of the fiscal year. An extraordinary shareholder's meeting shall be convened if the convening is of the shareholder's interest.
2. In addition to the items mentioned in § 46 GmbHG, the shareholder's meeting is especially responsible for resolutions on
 - a. Acknowledging transactions requiring consent according to § 5 para. 4
 - b. Extending the catalogue of transactions requiring consent according to § 5 para. 4 as well as the additional measures mentioned therein
 - c. Conclusion, amendment, or termination of service agreements with managing directors of the company
 - d. Conclusion, amendment, or termination of corporate contracts
 - e. Acknowledging measures subject to UmwG
 - f. Dissolution of the company
 - g. All other tasks assigned by law or these statutes

§8

Shareholder's Resolutions

1. The shareholder's resolutions are passed during meetings. Unless a mandatory law requires a different form, resolutions may also be adopted outside meetings either by writing, by telex (including fax), by telephone or by electronic means of communication (e.g., e-mail), if each shareholder agrees to this form of voting or participates in the voting.
2. Shareholder's resolutions shall be passed by a single majority of the votes cast unless the mandatory law or this contract expressly provide otherwise.
3. Each EUR 50.00 of a share grants one vote.
4. Minutes shall be taken of the shareholder's meeting and its adopted resolutions; these minutes shall be signed by the managing directors and the shareholder's representatives (Board of Directors of the association "Förderverein Industrielle Biotechnologie Bayern e.V.")

§9

Annual Financial Statements and Appropriation of Earnings

1. The managing directors shall prepare the annual financial statements (balance sheet as well as profit and loss statement including annex) and the management report within the first three months of a fiscal year; moreover, they shall be provided to auditors, if an audit is required by law or a shareholder's resolution.
2. The managing directors shall present the annual financial statements and the management report as well as the written auditor's report – if an audit has taken place – to the shareholders or its representatives (Board of Directors of the association "Förderverein Industrielle Biotechnologie Bayern e.V.") once the report has been finalized together with their proposals for the appropriation of earnings for resolution.
3. The profit retained shall be allocated to the company's reserves. The shareholder's meeting may resolve otherwise.

§10

Disposal of Shares

1. Disposing of shares or parts thereof are subject to the consent of the shareholder's meeting.
2. Para. 1 shall apply according to the granting of sub-participations of shares or parts thereof.

§11

Announcements

Company announcements shall only be made in the electronic Federal Gazette (elektronischer Bundesanzeiger).

§12

Final Provision

Should individual provisions of these statutes be or become invalid or inapplicable in whole or in part, or should there be a gap in these statutes, this circumstance shall not affect the validity of the remaining provisions. In place of the invalid or inapplicable provision, the valid or applicable provision shall be agreed upon which corresponds to the sense and purpose of the invalid or inapplicable provision. In case of a gap, the provision to be agreed upon shall be that which corresponds to the sense and purpose of these statutes, if the matter had been considered a priori. This provision shall also apply if the invalidity of a provision is based on a measure of performance or time standardized in these statutes; in this event, a legally permissible measure of performance or time, being as close as possible to that intended, shall take the place of the agreed measure of performance or time.

§13
Expenses

The company bears the costs of these statutes and the other foundation expenses amounting up to EUR 2,500.00.

These statutes were translated to the best of our knowledge. We do not assume any liability for the correctness, completeness, and up-to-datedness of this content. The German statutes shall apply.