

# JOST Werke SE

## Articles of Association

(Status: August 2023)

**JOST** **ROCKINGER** **TRIDEC** **Quicke**

# I. GENERAL PROVISIONS

## 1. Company Name and Registered Seat

- 1.1 The name of the Company is JOST Werke SE.
- 1.2 The Company has its registered seat in Neu-Isenburg.

## 2. Object of the Company

- 2.1 The object of the Company is the acquisition, ownership, disposal and administration of direct and indirect interests in other companies or enterprises, including but not limited to acting as a management holding company or operational holding company by way of direct or indirect corporate governance, management and administration of such companies and enterprises, in particular by way of rendering administrative, financial, commercial and technical services for the respective affiliated companies against consideration, as well as the acquisition, ownership and disposal of debt receivables and other financial assets, in all cases with a focus on, but not limited to, the area of the manufacturing of systems, modules and components for commercial vehicles.
- 2.2 The Company is entitled to conduct all kinds of transactions which relate to the Company's object, promote the Company's object or further directly or indirectly the attainment of the Company's object; the Company may especially take a share in enterprises or companies with the same or similar objective, acquire interests in and dispose of other companies, and establish subsidiaries, represent such enterprises or companies, or invest in such enterprises or companies. The Company may establish branch offices.

## 3. Announcements and Form of Information

- 3.1 Announcements of the Company shall be published in the Federal Gazette. If another form of notice is required by mandatory provisions of law, such form shall replace the notice in the Federal Gazette.
- 3.2 Notices to the shareholders of the Company may, to the extent permitted by law, also be communicated by data transmission.

# II. REGISTERED SHARE CAPITAL AND SHARES

## 4. Registered Share Capital

- 4.1 The Company's registered share capital amounts to EUR 14,900,000.00 (in words: euro fourteen million nine hundred thousand).
- 4.2 The registered share capital is divided into 14,900,000 non-par value shares (shares without a nominal value).
- 4.3 The share capital of the Company in the amount of EUR 14,900,000.00 (in words: euro fourteen million nine hundred thousand) has been provided by converting JOST Werke AG with registered office in Neu-Isenburg and registered with the commercial register of the local court of Offenbach under registration number HRB 50149, into a European Company (SE).
- 4.3 The original registered share capital of JOST Werke AG in the amount of EUR 10,025,000.00 (in words: euro ten million twenty-five thousand) was contributed by way of transformation pursuant to §§ 190 et seqq. of the German Transformation Act (Umwandlungsgesetz, UmwG) of Cintinori Holding GmbH with registered seat in Neu-Isenburg, registered with the commercial register of the local court of Offenbach under registration number HRB 43750.

## 5. Authorized Capital

The Executive Board is authorized, with the approval of the Supervisory Board, to increase the registered share capital of the Company until 10 May 2026 once or in partial amounts by a total of up to EUR 7,450,000.00 by issuing new non-par value bearer shares against cash contributions (Authorized Capital 2023). The new shares may, with the approval of the Supervisory Board, also be taken up by one or more credit institutions or by another enterprise that meets the requirements of § 186 paragraph 5 sentence 1 German Stock Corporation Act (Aktiengesetz, AktG) with the obligation to offer them exclusively to the shareholders for subscription (indirect subscription rights).

The shareholders shall in principle be granted subscription rights. However, the Executive Board is also authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights:

- in order to exclude fractional amounts from the subscription rights;
- if the issue price of the new shares is not significantly lower than the stock exchange price of the shares that are already listed at the time the issue price is finally determined, which should be as close as possible to that of the share placement. The number of shares issued without subscription rights pursuant to § 186 paragraph 3 sentence 4 AktG may not in aggregate exceed 10 % of the registered share capital on the date on which this authorization takes effect or the date on which it is used. Counted in this number are shares that are being issued or will be issued on the basis of bonds with option and/or conversion rights or obligations, to the extent that the bonds are issued during the term of this authorization through an analogous application of § 186 paragraph 3 sentence 4 AktG without subscription rights. Also counted in this number are shares that are issued or sold during the term of this authorization through a direct or analogous application of § 186 paragraph 3 sentence 4 AktG;
- to the extent that it is necessary in order to grant to holders and/or creditors of bonds with option and/or conversion rights or obligations that are issued by the Company and/or by companies that are dependent on the Company or in which the Company either directly or indirectly holds a majority interest the subscription rights to which they would be entitled upon exercise of their option and/or conversion rights or satisfaction of their option and/or conversion obligations;
- to issue new shares up to a proportionate amount of the share capital totalling EUR 447,000.00 as employee shares to employees of the Company or of affiliated enterprises within the meaning of §§ 15 et seqq. AktG.

The Executive Board is also authorized, with the approval of the Supervisory Board, to determine the further details of the share rights and the terms and conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association to reflect how the Authorized Capital 2023 is used or to do so after the authorization period ends.

This authorization is limited to the extent that, after using the authorization, the total shares issued under this authorized capital without subscription rights may not exceed 10 % of the registered share capital on the day on which the authorization takes effect or, if lower, of the registered share capital on the day when the authorization is used. Treasury shares sold without subscription rights during the term of this authorization and shares issued without subscription rights from authorized capital during the term of this authorization shall count against this 10 % limit. Shares that are to be issued as a result of exercising option and/or conversion rights or satisfying option and/or conversion obligations attached to bonds shall also count to the extent that the associated bonds are issued without subscription rights during the term of this authorization on the basis of another authorization.

In addition, new shares may only be issued based on this authorization if the number of new shares does not exceed a total of 7,450,000 (which is equal to a EUR 7,450,000.00 interest in the registered share capital) after taking account of any new shares that have been or will be issued from conditional capital and may be used to service conversion or subscription rights, conversion obligations or tender rights, insofar as such conversion or subscription rights, conversion obligations or tender rights had already arisen during the term of this authorization.

## 6. Conditional Capital

The registered share capital shall be conditionally increased by up to EUR 7,450,000.00 by issuing up to 7,450,000 new non-par value bearer shares (Conditional Capital 2023). The conditional capital increase will only be implemented to the extent that the holders or creditors of warrant bonds and/or convertible bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) with option and/or conversion rights or obligations or tender rights of the Company, which the Company, companies that are dependent on the Company or companies that are in direct or indirect majority ownership of the Company shall have issued on the basis of the authorization resolution of the General Meeting of 11 May 2023 until 10 May 2026, make use of their option or conversion rights resulting from these bonds or perform their obligations on exercise of the option or conversion rights, to the extent the Company exercises an option to grant non-par value shares of the Company in full or partial settlement of the amount of money due and to the extent that no cash

remuneration is granted and no treasury shares or shares of another listed company are used to service them.

The issue of new shares from the Conditional Capital 2023 is only permissible provided that no more than 7,450,000 new shares (corresponding to a share in the registered share capital of EUR 7,450,000.00) are issued, also taking account of any new shares that may have previously been issued from authorized capital during the term of the authorization resolution of 11 May 2023.

The new shares shall be issued at option or conversion prices to be determined in accordance with the above authorization resolution. The new shares shall participate in the profits from the beginning of the fiscal year in which they are created. To the extent permitted by law, the Executive Board may, with the approval of the Supervisory Board, also determine the profit participation of new shares for a fiscal year that has already ended. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

## 7. Shares

- 7.1 The shares are bearer shares.
- 7.2 The right of shareholders to receive share certificates is excluded. Collective certificates (global share certificates) will be in the custody of Clearstream Banking AG or any other future securities depository in the meaning of § 1 paragraph 3 sentence 1 of the Securities Deposit Act (Depotgesetz, DepotG). The shareholders shall have no claim to the issue of dividend or renewal coupons.
- 7.3 The Executive Board with the approval of the Supervisory Board shall determine form and content of share certificates as well as dividend and renewal coupons, if any. The same applies with regard to bonds and interest coupons.

## III. TWO-TIER SYSTEM

### 8. Corporate Bodies of the Company

- 8.1 The Company has a two-tier structure.
- 8.2 The Company's corporate bodies are:
  - the Executive Board,
  - the Supervisory Board,
  - the General Meeting.

## IV. EXECUTIVE BOARD

### 9. Composition and Rules of Procedure

- 9.1 The Executive Board consists of one or more members. The number of members of the Executive Board shall be determined by the Supervisory Board.
- 9.2 The Supervisory Board may appoint a chairman as well as a deputy chairman of the Executive Board.
- 9.3 The Supervisory Board is responsible for the appointment of members of the Executive Board, the conclusion of their service agreements and the revocation of appointments as well as for the change and termination of their service agreements. The Supervisory Board may adopt, amend and revoke Rules of Procedure for the Executive Board.
- 9.4 The members of the Executive Board are appointed by the Supervisory Board for a maximum term of five (5) years. Reappointments are permissible.

## 10. Management and Representation of the Company

- 10.1 The Executive Board shall manage the Company in its own responsibility. It manages the Company in accordance with the law, the Articles of Association and the Rules of Procedure for the Executive Board. Notwithstanding the joint responsibility of the Executive Board, the individual board members manage their respective business segments according to the Rules of Procedure on their own responsibility.
- 10.2 If the Executive Board consists of several members, the Company is legally represented by two members of the Executive Board or by one member of the Executive Board together with an authorized signatory (Prokurist). If only one member of the Executive Board is appointed, such member solely represents the Company.
- 10.3 The Supervisory Board may generally or in specific cases issue an exemption to all or to specific members of the Executive Board from the prohibition to represent more than one party pursuant to § 181, second alternative of the German Civil Code (Bürgerliches Gesetzbuch, BGB); § 112 AktG remains unaffected. The Company is otherwise represented by authorized signatories or other holders of a general commercial power of attorney to be further determined by the Executive Board.

## V. SUPERVISORY BOARD

### 11. Composition, Election, Term of Office

- 11.1 The Supervisory Board consists of six (6) members in total who are elected by the general meeting.
- 11.2 Unless otherwise specified at the time of their election, the members of the Supervisory Board are elected for a period terminating at the end of the general meeting that resolves on the formal approval of the members' acts for the forth fiscal year following the commencement of their term of office, however, for a maximum of six (6) years. The fiscal year in which the term of office begins shall not be included in this calculation. The term of the members of the first Supervisory Board shall end at the end of the general meeting that resolves on

the formal approval of the members' acts for the first fiscal year of JOST Werke SE. Reappointments are permissible.

- 11.3 For members of the Supervisory Board who leave office before the end of their term a successor shall be elected for the remaining term of the member who has left office unless the general meeting specifies another term for such successor. The same applies if a successor has to be elected due to a challenge of the election.
- 11.4 For members of the Supervisory Board, the general meeting may, at the time of their election, appoint substitute members who shall replace shareholder members of the Supervisory Board leaving office before the end of their term or whose election has been successfully contested in the order to be determined at the time at which such substitute members are appointed. The term of office of such substitute member shall terminate at the end of the general meeting in which a successor is elected in accordance with Clause 11 paragraph 3 above and at the latest at the end of the term of office of the leaving member. If the substitute member whose term of office has terminated due to the election of a successor was appointed as substitute member for several members of the Supervisory Board, its position as substitute member shall revive.
- 11.5 Each member of the Supervisory Board and each substitute member may resign from office even without good cause with one month written notice issued to the chairman of the Supervisory Board or, in case of a resignation by the chairman, to his/her deputy. The chairman of the Supervisory Board or, in case of a resignation by the chairman, his/her deputy, can consent to a shortening or to a waiver of this period.

### 12. Chairman and Deputy Chairman

- 12.1 The Supervisory Board elects from among its members a chairman and a deputy chairman. The election shall take place following the general meeting that has elected the new members of the Supervisory Board; no special invitation is necessary for this meeting. The term of office of the chairman and his/her deputy corresponds to their term of office as members of the Supervisory Board unless a shorter period is determined at the time of their election.
- 12.2 If the chairman or his/her deputy leaves such office before the end of his/her term, the Supervisory Board shall conduct a new election without undue delay.
- 12.3 In all cases in which the deputy acts on behalf of the chairman in the absence of the chairman, he/she has the same rights as the chairman.

12.4 Declarations of the Supervisory Board are made in the name of the Supervisory Board by the chairman. The chairman is authorized to accept declarations on behalf of the Supervisory Board.

## 13. Rights and Obligations of the Supervisory Board

13.1 The Supervisory Board shall have all rights and obligations assigned to it by law and by these Articles of Association.

13.2 The following measures and transactions require the prior approval of the Supervisory Board:

- determination of corporate aims as well as annual and multi-year planning;
- entering into, amending and terminating affiliation agreements, joint ventures and similar agreements; and
- development of new or termination of existing business areas.

13.3 In addition to the transactions and measures mentioned in Clause 13 paragraph 2 the Supervisory Board can determine further kinds of transactions or measures that require its approval in the Rules of Procedure for the Executive Board or the Rules of Procedure for the Supervisory Board or by resolution.

13.4 The Supervisory Board may give revocable consent in advance to a certain group of transactions in general or to individual transactions that meet certain requirements.

13.5 The Supervisory Board is entitled to resolve amendments to the Articles of Association if such amendments only relate to the wording.

## 14. Rules of Procedures and Committees

14.1 The Supervisory Board shall adopt Rules of Procedure for the Supervisory Board in accordance with the law and the provisions of these Articles of Association.

14.2 The Supervisory Board can set up committees in accordance with the law. To the extent permitted by law or by these Articles of Association, the Supervisory Board may delegate any of its duties, decision-making powers and rights to its chairman, to one of its members or to committees established from among its members. The Supervisory Board shall determine the composition, competences and procedures of the committees.

## 15. Meetings and Resolutions of the Supervisory Board

15.1 The meetings of the Supervisory Board shall be called at least fourteen days in advance by the chairman of the Supervisory Board, not including the day on which the invitation is sent and the day of the meeting itself. Notice of meetings may be given in writing, by telefax, by e-mail or any other customary means of communication. In urgent cases the chairman may shorten this period and may call the meeting orally or by telephone. In all other respects regarding the calling of Supervisory Board meetings the rules provided by law as well as by the Rules of Procedure of the Supervisory Board shall apply.

15.2 Meetings of the Supervisory Board are chaired by the chairman.

15.3 Resolutions of the Supervisory Board shall generally be passed in meetings. At the order of the chairman or with the consent of all Supervisory Board members, the meetings of the Supervisory Board may also be held in the form of a telephone conference or by other electronic means of communication (especially by video conference); individual members of the Supervisory Board may be connected to the meetings via telephone or by other electronic means of communication (especially by video link); in such cases resolutions may also be passed by way of the telephone conference or by other electronic means of communication (especially by video conference). Absent members of the Supervisory Board or members who do not participate in, or are not connected to, the telephone or video conference can also participate in the passing of resolutions by submitting their votes in writing through another Supervisory Board member. In addition, they may also cast their vote prior to or during the meeting or following the meeting within a reasonable period as determined by the chairman of the Supervisory Board in oral form, by telephone, by telefax, by e-mail or any other customary means of communication. Objections to the form of voting determined by the chairman are not permitted.

15.4 Resolutions on matters which have not been mentioned on the agenda enclosed with the invitation to the meeting and which have not been notified by the third day before the meeting shall only be permitted if no member of the

Supervisory Board objects. In such case, absent members must be given the opportunity to object to the adoption or to cast their vote in writing, orally, by telephone, telefax, e-mail or any other customary means of communication within an adequate period of time to be determined by the chairman. The resolution becomes effective only after no absent Supervisory Board member has objected within the period. Members of the Supervisory Board taking part via telephone or other electronic means of communication are considered to be present.

- 15.5 Resolution may also be adopted outside of meetings (within the meaning of Clause 15 paragraph 3) in writing, by telefax or by e-mail or any other comparable means of communication, whereas the aforementioned forms may also be combined, at the order of the chairman of the Supervisory Board if preceded by reasonable notice or if all members of the Supervisory Board participate in the adoption of the resolution. Members who abstain from voting are considered to take part in the resolution. Objections to the form of voting determined by the chairman are not permitted.
- 15.6 The Supervisory Board has a quorum if at least half of the members of which it has to consist in total take part in the voting. Absent members of the Supervisory Board or members who do not participate or are connected via telephone or via other electronic means of communication (especially via video conference) and who cast their vote in accordance with Clause 15 paragraph 3 or Clause 15 paragraph 5 as well as members who abstain from voting are considered to take part in the voting for this purpose.
- 15.7 Unless otherwise provided by mandatory law, resolutions of the Supervisory Board are passed with a simple majority of the votes cast. Abstentions in a vote shall not count as a vote cast in this case. If a voting in the Supervisory Board results in a tie, the vote of the chairman of the Supervisory Board is decisive. In the absence of the chairman of the Supervisory Board, the deputy chairman's vote shall not be decisive.
- 15.8 Minutes shall be taken of the resolutions and meetings of the Supervisory Board (in the meaning of Clause 15 paragraph 3) and the resolutions adopted in such meetings which shall be signed by the chairman. Resolutions which were adopted outside meetings (in the meaning of Clause 15 paragraph 3) have to be recorded by the chairman in writing and shall be made available to all members.

## 16. Remuneration

- 16.1 The members of the Supervisory Board shall receive a fixed remuneration payable after the end of the fiscal year in the amount of EUR 50,000.00 (in words: Euro fifty thousand). The chairman of the Supervisory Board shall receive three times, his deputy one and a half times this amount.
- 16.2 Serving members of the Supervisory Board's committees receive an additional remuneration of EUR 20,000.00 (in words: Euro twenty thousand) as chairman of a committee and of EUR 10,000.00 (in words: Euro ten thousand) for other members of a committee. For service on the Audit Committee, the above amounts shall be increased to EUR 30,000.00 (in words: Euro thirty thousand) and EUR 15,000.00 (in words: Euro fifteen thousand) respectively.
- 16.3 Members of the Supervisory Board who hold their office in the Supervisory Board or who hold the office as chairman only during a part of the fiscal year shall receive a corresponding portion of the remuneration.
- 16.4 In addition to the remuneration paid pursuant to the foregoing paragraphs, the Company shall reimburse the members of the Supervisory Board for their reasonable out-of-pocket expenses incurred in the performance of their duties as Supervisory Board members as well as the value added tax on their remuneration and out-of-pocket expenses.
- 16.5 The Supervisory Board members shall be included, where existing, in a D&O liability insurance for board members maintained by the Company in the Company's interests that will provide reasonable coverage against financial damages. The premiums for this insurance policy shall be paid by the Company.



## VI. GENERAL MEETING

### 17. Place and Convocation

- 17.1 An annual general meeting shall be held within the first six months of each fiscal year.
- 17.2 Subject to any existing legal rights of the Supervisory Board and a minority of the shareholders to convene, the general meeting shall be convened by the Executive Board. It shall be held, at the option of the body convening the general meeting, either at the registered seat of the Company, at the place of a German stock exchange or in a German city with more than 100,000 inhabitants.
- 17.3 The general meeting shall be convened at least within the statutory minimum period.

### 18. Attending and Exercise of Voting Rights

- 18.1 All shareholders who have duly submitted notification of attendance shall be entitled to attend the general meeting and exercise their voting rights.
- 18.2 The registration must be received by the Company at the address specified in the convening notice at least six days prior to the day of the general meeting. The notice of the general meeting may provide for a shorter period to be measured in days. This period does not include the day of the general meeting and the day of receipt.
- 18.3 The registration must be in text form (§ 126b BGB) or by way of other electronic means as specified by the Company in greater detail in German or English.
- 18.4 Voting rights may be exercised by proxy. The granting of the proxy, its revocation and the evidence of authority to be provided to the Company must be in text form (§ 126b BGB) unless the convening notice provides for a less strict form. Details on the granting of the proxy, its revocation and the evidence to be provided to the Company shall be provided together with the notice convening the general meeting. § 135 AktG remains unaffected.

- 18.5 The Executive Board is authorized to provide that shareholders may cast their votes in writing or by electronic communication without attending the general meeting (absentee vote). The Executive Board is also authorized to determine the scope and the procedure of the exercising of rights according to sentence 1.
- 18.6 The Executive Board is authorized to provide that shareholders may participate in the general meeting without being present in person at the place of the general meeting or being represented and may exercise all or specific shareholders' rights in total or in part by electronic communication (online participation). The Executive Board is also authorized to determine the scope and the procedure of the participation and exercising of rights according to sentence 1.

### 19. Chair of the Meeting

- 19.1 The general meeting is chaired by the chairman of the Supervisory Board or by another member of the Supervisory Board appointed by its chairman (chairman of the general meeting). In the event that neither of these is present, the chairman of the general meeting is to be elected by the members of the Supervisory Board present.
- 19.2 The chairman of the general meeting chairs the proceedings of the meeting and directs the course of the proceedings at the general meeting. He may, particularly in exercising rules of order, make use of assistants. He shall determine the sequence of speakers and the consideration of the items on the agenda as well as the form, the procedure and the further details of voting; he may also, to the extent permitted by law, decide on the bundling of factually related items for resolution into a single voting item.
- 19.3 The chairman of the general meeting is authorized to impose a reasonable time limit on the right to ask questions and to speak. In particular, he may establish at the beginning of or at any time during the general meeting, a limit on the time allowed to speak or ask questions or on the combined time to speak and ask questions, determine an appropriate time frame for the course of the entire general meeting, for individual items on the agenda or individual speakers; he may also, if necessary, close the list of requests to speak and order the end of the debate.



## 20. Transmission of the General Meeting

The Executive Board is authorized to allow an audio-visual transmission of the general meeting. The details are determined by the Executive Board.

## 21. Voting

- 21.1 Each share carries one vote in the general meeting.
- 21.2 Resolutions of the general meeting shall be passed with a simple majority of the votes cast, and, in so far as a majority of the share capital is necessary, in addition with a simple majority of the registered share capital represented at the voting, unless a higher majority is required by mandatory law or by these Articles of Association. Unless mandatory law provides otherwise, amendments to the Articles of Association require a majority of two thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast. The majority requirement set out in § 103 paragraph 1 sentence 2 AktG regarding the removal of Supervisory Board members remains unaffected.

# VII. ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF PROFIT

## 22. Fiscal Year

The fiscal year of the Company is the calendar year.

## 23. Annual Financial Statements

- 23.1 Within the first three months of the fiscal year, the Executive Board shall prepare the annual financial statements and the management report as well as, where required by law, the consolidated financial statements and the group

management report for the preceding fiscal year and submit these documents without undue delay to the Supervisory Board and the auditors. At the same time the Executive Board shall submit to the Supervisory Board a proposal for the appropriation of the distributable profit (Bilanzgewinn) that shall be brought forward to the general meeting. § 171 AktG applies to the review by the Supervisory Board.

- 23.2 The Executive Board and the Supervisory Board, in adopting the annual financial statements, may allocate sums amounting to up to half of the net profit for the fiscal year to other retained earnings. In addition, they are authorized to allocate up to 100% of the net profit for the fiscal year to other retained earnings as long and as far as the other retained earnings do not exceed half of the registered share capital and would not exceed following such a transfer. In relation to the calculation of the portion of the annual profit that may be transferred into other retained earnings, the allocations to the statutory provisions and losses carried forward must be deducted in advance.

## 24. Appropriation of Profit and Ordinary General Meeting

- 24.1 The general meeting resolves annually within the first six months of each fiscal year on the appropriation of the distributable profit (Bilanzgewinn), the formal approval of the acts of the members of the Executive Board and the Supervisory Board and the election of the auditor (ordinary general meeting) as well as on the approval of the financial statements to the extent required by law.
- 24.2 The profit shares attributable to the shareholders are determined in proportion to the shares in the registered share capital held by them.
- 24.3 In case of an increase in the share capital the participation of the new shares in the profits can be determined in divergence from § 60 paragraph 2 AktG.
- 24.4 The general meeting may resolve to distribute the distributable profit by way of a dividend in kind in addition or instead of a cash dividend. The general meeting may allocate further amounts to retained earnings or carry such amounts forward as profit in the resolution on the appropriation of the distributable profit.
- 24.5 After the expiry of a fiscal year, the Executive Board may, with the consent of the Supervisory Board, within the framework of § 59 AktG, distribute an interim dividend to the shareholders.

## VIII. FINAL PROVISIONS

### 25. Incorporation Costs/Conversion Costs

25.1 The determinations on the costs of formation in the articles of association of Cintinori Holding GmbH are incorporated as follows:

The Company is liable for the expenses of the legal and economic formation (lawyer's fees, notary's fees, fees of registration and banking fees) up to the aggregate amount of EUR 2,500.00.

25.2 The determinations on the costs of the change in the legal form in the articles of association of JOST Werke AG are incorporated as follows:

The costs of the change of the legal form of the Company into a stock corporation (in particular the costs for the notary and the court, costs for publication, taxes, audit costs and costs for consultants) shall be borne by the Company in an amount of up to EUR 250,000.00.

25.3 The cost for the conversion of JOST Werke AG into JOST Werke SE (in particular the costs for the notary and the court, costs for publication, taxes, audit costs and costs for consultants) shall be borne by the Company in an amount of up to EUR 700,000.00.

## Publishing Information

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