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Articles of Association
of
Deutsche EuroShop AG, Hamburg

I. General Terms and Conditions

Article 1

1) The public company is registered under the name

Deutsche EuroShop AG.

2) The registered office of the Company is in Hamburg.

3) The financial year is the calendar year.

Article 2

1) The purpose of the Company is the acquisition, management, utilisation and exploitation of land and equity interests of all kinds, including in particular equity interests in companies that construct, provide support to, manage, administrate and sell buildings, regardless of their legal form or the form of utilisation practiced, as well as the performance of all associated business transactions. The Company does not perform any activities that require state approval. The Company can realise its purpose itself or via subsidiaries and equity interests.

2) The Company is authorised to undertake any business or measures that seem suitable to furthering its purpose, including in particular buying and selling land, establishing branch offices in Germany or abroad and entering into intercompany agreements.

Article 3

Notices of the Company are published in the Bundesanzeiger (Federal Gazette). To the extent legally permissible, notices may also be communicated by registered letter.

II. Share Capital and Shares, Authorised Capital, Contingent Capital

Article 4

1) The Company's share capital amounts to € 76,464,319.00 and is divided into 76,464,319 notional no-par value shares.

2) The shares are issued as registered shares. If, in the event of a capital increase, the capital increase resolution does not stipulate whether the new shares are to be bearer or registered shares, they will also be registered shares.

3) The right of shareholders to certification of their shares is excluded.

4) In the event of a capital increase, the profit distribution resolved may depart from the requirements of section 60(1) and (2) of the *Aktiengesetz* (AktG – German Public Companies Act).

Article 5

The Executive Board is authorised, with the consent of the Supervisory Board, to increase the Company's share capital until 28 August 2028 on one or more occasions by a total of EUR 38,232,159 by issuing new registered no-par value shares against cash and/or non-cash contributions (authorised capital 2023). The new shares may also be acquired by one or more credit institutions or equivalent companies meeting the requirements of section 186 para. 5 sentence 1 AktG, with the obligation to offer

them for subscription only to the shareholders (indirect subscription right).

In principle, the shareholders shall be granted a subscription right. However, the Executive Board shall be authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights,

- a) in order to exclude fractional amounts from the subscription right;
- b) if the capital increase is effected against cash contributions and the issue price of the new shares is not significantly lower than the stock exchange price of the already listed shares of the same type at the time the issue price is finally determined by the Executive Board. The number of shares issued to the exclusion of subscription rights pursuant to section 186 para. 3 sentence 4 AktG must not exceed a total of 10 percent of the share capital, neither at the time this authorisation becomes effective nor at the time it is exercised. Shares that are issued or are to be issued to the exclusion of subscription rights to service subscription rights from convertible or warrant bonds shall be taken into account for the purpose of this limit, provided that the bonds are issued to the exclusion of subscription rights during the validity period of this authorisation in analogous application of section 186, para. 3, sentence 4 AktG; also shares that are sold to the exclusion of subscription rights during the validity period of this authorisation on the basis of an authorisation to use treasury shares pursuant to section 71 para. 1 no. 8, section 186 para. 3 sentence 4 AktG shall be taken into account for the purpose of this limit;
- c) to the extent this is necessary to protect against dilution in order to grant holders or creditors of conversion and/or warrant rights or -obligations under convertible or warrant bonds issued or to be issued by the Company and/or subordinated Group companies, a subscription right to the extent to which they would be entitled after exercising their conversion or warrant right or after fulfilment of the conversion or warrant obligation; and
- d) if the capital increase is effected against non-cash contributions in order to grant shares in connection with mergers or for the purpose of acquiring companies, parts of companies, participations in other companies or other assets.

The Executive Board is further authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase, the further content of the share rights and the conditions of the share issue.

Article 6

The Company's share capital is conditionally increased by up to EUR 38,232,159 by issuance of up to 38,232,159 new registered no-par value shares (Conditional Capital 2023). The conditional capital increase serves to grant shares to the holders of the Bonds issued on the basis of the authorisation by the general meeting of 29 August 2023 upon exercise of conversion and/or warrant rights or upon fulfilment of conversion and/or warrant obligations.

The new shares shall be issued at the conversion and/or warrant price as determined in accordance with the authorisation resolution of the general meeting of 29 August 2023 and the Terms and Conditions of the Bonds determined by the Executive Board with the consent of the Supervisory Board on the basis of this authorisation. The conversion or warrant price shall be the issue price of the share.

The conditional capital increase shall only be carried out to the extent that:

- a) the holders of conversion and/or warrant rights from Bonds issued or guaranteed by Deutsche EuroShop AG or its direct or indirect majority-owned subsidiaries until 28 August 2028 on the basis of the authorisation resolution of the general meeting of 29 August 2023 exercise their conversion and/or warrant rights, and, in particular, no treasury shares are used to service them; or
- b) the obligors under the Bonds issued or guaranteed by Deutsche EuroShop AG or its direct or indirect majority-owned subsidiaries until 28 August 2028 on the basis of the authorisation resolution of the general meeting of 29 August 2023 fulfil their conversion and/or warrant obligations and the Conditional Capital 2023 is required in accordance with the Terms and Conditions of the Bonds and, in particular, no treasury shares are used to service them.

The new shares issued on the basis of the exercise of the conversion and/or warrant rights or the fulfilment of the conversion and/or warrant obligations shall participate in the profits from the beginning of the financial year in which they are created.

The Executive Board is authorised to determine, with the consent of the Supervisory Board, further details of the implementation of the conditional capital increase.

III. The Executive Board

Article 7

- 1) The Executive Board consists of one or more persons.

- 2) The Supervisory Board appoints the members of the Executive Board and stipulates their number. It may appoint deputy members of the Executive Board.

- 3) If the Executive Board has only one member, he or she represents the Company alone. Where several persons have been appointed, the Company shall be represented either by two members of the Executive Board or by one Executive Board member together with an authorised signatory ("Prokurist").

- 4) Executive Board members are entitled to conclude transactions with the Company on behalf of a third party (exemption from the prohibition on multiple representation as laid down in section 181 2nd alternative of the BGB (Bürgerliches Gesetzbuch – German Civil Code)) if the Supervisory Board has permitted it by resolution in general or as an exception.

IV. The Supervisory Board

Article 8

1) The Supervisory Board consists of nine members. Unless the General Meeting stipulates a shorter period when electing individual members to be appointed by it or for the entire Supervisory Board, members of the Supervisory Board are elected for the period ending with the conclusion of the General Meeting resolving on the approval of their activities for the fourth financial year following the beginning of their term of office. The financial year in which their term of office begins is not included.

2) If a Supervisory Board member is elected to replace a retiring member, his or her term of office runs until the end of the remaining term of office of the retiring member, unless the General Meeting stipulates a different period.

3) Each member of the Supervisory Board may resign from office, including for reasons other than good cause, following a notice period of one month by submitting a written declaration to the Executive Board.

4) The Company guarantees the members of the Supervisory Board an annual remuneration. This remuneration, initially for financial year 2007, is determined as €50,000 for the Chairman, €37,500 for the Deputy Chairman and €25,000 for each of the other members of the Supervisory Board. If a member of the Supervisory Board should leave the Supervisory Board during the financial year, the member shall receive the remuneration pro rata.

5) The Company shall reimburse Supervisory Board members their cash expenses. The Company shall reimburse value-added tax to the extent that the members of the Supervisory Board are entitled to invoice the Company separately for this tax and exercise this right.

Article 9

1) Meetings of the Supervisory Board are convened by the Chairman, or by his Deputy if he is prevented from doing so, whenever so required by law or the Company's business. The Executive Board or a member of the Supervisory Board may call for the Supervisory Board to be convened.

2) Notice of meetings may be given in writing, by phone, fax or any other customary means of communication (e.g. by email). The Supervisory Board is quorate if at least half of its members participate in the resolution by casting a vote either in person or in writing. The meeting is chaired by the Chairman of the Supervisory Board or his Deputy. The Meeting Chairman determines the voting procedures.

3) Members of the Supervisory Board who are prevented from taking part in a meeting of the Supervisory Board may cast votes by submitting a written vote via another Supervisory Board member authorised to do so in writing by the former. The submission of a written vote shall count if it is cast by customary means of communication (e.g. by fax or email).

4) Resolutions may be adopted without convening a meeting by taking votes in writing, by telegraph or telephone if the Chairman of the Supervisory Board or his Deputy orders this and 2/3 of the Supervisory Board takes part in passing the resolution. The individual members do not have the right to object. Resolutions decided by electronic or telephone voting must be set out in writing by the Chairman of the Supervisory Board.

5) Unless otherwise stipulated by law, the Supervisory Board adopts its resolutions by a simple majority of votes. In the event of a tie, the Chairman of the Supervisory Board has the casting vote unless he is prevented from attending, in which case the Deputy Chairman has the casting vote.

6) Declarations of intent by the Supervisory Board and its committees are submitted on behalf of the Supervisory Board by the Chairman or his Deputy.

Article 10

The Supervisory Board stipulates the types of transaction that may only be carried out with its approval in the by-laws for the Executive Board.

V. General Meeting

Article 11

1) The General Meeting of the Company takes place at its registered office, at a location within 50 km of the domicile of the registered office of the Company, or at the domicile of a German stock exchange.

2) The General Meeting that resolves the approval of the Executive Board and the Supervisory Board, the appropriation of profits and the choice of the auditor and, if appropriate, the adoption of the annual financial statements (Ordinary General Meeting) is held in the first eight months of each financial year.

3) *The Annual General Meeting is to be called at least thirty days before the day by the end of which shareholders are required to register pursuant to Article 11 (4) of the Articles of Association. The day the meeting is convened and the day of the Annual General Meeting are not to be included in the calculation."*

4) Only those shareholders who at least six days prior to the Annual General Meeting register for the Meeting using the address to which the invitation was sent are entitled to participate in the Annual General Meeting and to exercise the voting right. Shareholders must register in German or English either in writing (Article 126b of the German Commercial Code (BGB)) or using one of the electronic methods specified in the invitation to attend the Annual General Meeting."

5) Deletions in, new entries to and amendments of the Register of Shareholders are not permitted in the final six days prior to the General Meeting, or on the date of the General Meeting itself.

6) The Executive Board is authorised to determine that general meetings, which are held within two years after the registration of this provision of the articles of association in the commercial register, be held without the shareholders or their proxies being physically present at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the members of the Supervisory Board may also participate by means of video and audio transmission; however, this shall not apply to the chairman of the meeting if he is a member of the Supervisory Board. All provisions of these articles of association on general meetings, including § 12, shall also apply to virtual general meetings, unless expressly provided for otherwise in law mandatory law or in these articles of association.

Article 12

1) The General Meeting shall be chaired by the chairman of the Supervisory Board and, if he is prevented, by another member of the Supervisory Board designated by the members of the Supervisory Board present. If the Supervisory

Board does not designate another member of the Supervisory Board, the chairman of the meeting shall be elected by the general meeting.

2) The chairman shall chair the meeting. He shall, in particular, determine the order of the items to be discussed and of verbal contributions as well as the form and order of voting. He may impose reasonable time limits on the shareholders' right to ask questions and their right to speak and may, in particular, either at the beginning or during its course, determine a time frame for the entire general meeting, the discussion of individual agenda items and individual question and speeches.

3) If announced in the invitation to the general meeting, the chairman of the meeting may permit video and audio transmission of the general meeting in a manner to be specified by him.

Article 13

1) Each no-par value share entitles the holder to one vote.

2) Resolutions of the Annual General Meeting require a simple majority to be passed. If a majority of the capital is required, then a simple majority of the capital is required, unless the Articles of Association or the legal code dictate otherwise. Exceptions are made for resolutions on the early recall of a Supervisory Board member, which are to be approved by a 75% majority of votes cast.

2a) Elections of members of the Supervisory Board shall be made by a simple majority of the votes cast. In elections with two or more candidates, if no candidate obtains a simple majority of the votes cast in the first round of votes, another round of votes shall be held to decide between the two candidates who received the most votes. In the second round of votes, a relative majority of votes will suffice. In the event of a tie in the second round of votes, a drawing of lots by the chairman of the meeting shall decide the result.

3) The voting rights can be exercised by a proxy in accordance with the applicable legal provisions. Where issuing of the power of attorney is not subject to Section 135 AktG, the issuing of the power of attorney by declaration to the Company or to the proxy appointed by the Company, the revocation of such power of attorney and the provision of evidence of such authorisation to the Company may also be effected using internet-based dialogue if and to the extent that the Company provides such dialogue for this purpose. Details shall be published together with the notice of the Annual General Meeting. This shall not restrict the forms already directly provided for by law for issuing and revoking power of attorney and for providing the Company with evidence of such authorisation. If a shareholder appoints more than one person, the Company may reject one or more of these individuals.

4) The Supervisory Board is authorised to make purely formal amendments to the text of these Articles of Association.

VI. Annual Financial Statements and the Appropriation of Profits

Article 14

1. The Executive Board shall prepare the financial statements (comprising the balance sheet, income statement, and notes to the financial statements), together with the management report (and, where required by law, the consolidated financial statements and group management report) for the past financial year, within the first three months of each financial year, submitting said documents to the Supervisory Board without delay after preparation. At the same time, the Executive Board shall submit its proposal for the appropriation of net retained profit to the Supervisory Board.

2. The Supervisory Board shall examine the financial statements and the management report (and, where required by law, the consolidated financial statements and group management report), together with the proposal for the appropriation of net retained profit, and shall submit a written report on the results of this examination to the General Meeting.

VII. Concluding Provisions

Article 15

Information to shareholders may also be transmitted using electronic media.

Article 16

Should individual provisions of these Articles of Association be invalid or become

invalid in part or in whole, or should these Articles of Association turn out to contain a lacuna, this shall not affect the validity of the other provisions. The invalid provision will be replaced or the lacuna filled by a corresponding provision that, to the extent legally possible, most closely approximates the intent of the partners or what they would have intended in accordance with the purpose of these Articles of Association if they had considered the matter.
