

ARTICLES OF ASSOCIATION

Article 1

Name, registered office, place of performance, jurisdiction, financial year

The Association has the name

Federal Flat Glass Association, a registered association
(Bundesverband Flachglas e.V.)

(abbreviated: "BF"). It has its registered office at Troisdorf, Germany. The place of performance shall be Troisdorf, and the courts of Troisdorf shall have jurisdiction to decide any disputes concerning the same. The fiscal year shall be identical to the calendar year.

Article 2

Objective of the Association

The objective of the Association is to represent and promote the joint non-material, technical, economic and social policy interests of its members, while retaining its nature as a voluntary organisation; in particular, the Association intends

- a) To promote and maintain public relations, relations with federal and state authorities, with supplier and consumer organisations and with associations closely connected with the profession in Germany and abroad,
- b) To facilitate and promote the exchange of experience and information between the members, to promote the members' young professionals, and to provide information on all regionally and technically relevant questions,
- c) To represent the members' interests with regard to the laying down of framework conditions by legislators and regulators,
- d) To participate in the shaping of standards and technical specifications concerning the production and use of glass building products,
- e) To implement measures aimed at improving the renown or the market opportunities of glass building products,
- f) To co-operate technically and economically with organisations belonging to the glass industry, trade, manufacturers and other consumer groups.

Neither the pursuit of political interests nor the establishment of a commercial business is an admissible object of the Association.

Article 3

Membership

Any natural person (sole proprietor), partnership and corporation engaged in the production, finishing or wholesale of flat glass products may become a member of the Federal Association (Bundesverband, BF), including, but not limited to

- a) Manufacturers of float and other base glass
- b) Manufacturers of coated base glass
- c) Flat glass wholesalers
- d) Manufacturers of insulating glass
- e) Manufacturers of safety glass
- f) Manufacturers of other flat glass products
- g) Manufacturers and suppliers of flat glass finishing

“Flat glass wholesalers” shall hereinafter refer to any businesses that, in particular, maintain large stock, have a high degree of willingness to supply, employ commercially and technically skilled staff, use marketing instruments and are commercially reliable partners of both suppliers and customers.

“Manufacturers of insulating glass” shall hereinafter refer to any businesses using industrial production technology, which should be subject to external quality monitoring in accordance with the RAL-standards for quality monitoring and testing.

“Manufacturers and suppliers of flat glass finishing” shall hereinafter refer to any business using industrial production technology to process glass.

Where members of this Association form marketing and brand communities, they shall work towards setting forth in the respective Articles of Association that all members of such communities shall be a member of the Federal Flat Glass Association.

Article 4

Application for membership, procedure

The application for membership shall be submitted in writing to the Association’s administrative office. The applicant shall substantiate all relevant facts for the decision on his admission as a member and for the determination of the membership fee by submitting relevant documentation. This includes, inter alia, turnover figures for products from the flat glass sector and information on the applicant’s activity as manufacturer or wholesaler of flat glass products or as manufacturer or supplier of flat glass finishing.

An admission fee may be charged where this is set forth in the Membership Fee Regulations agreed by the General Meeting.

The Board of Directors shall decide on the admission pursuant to sub-section 1 of this section. In case the application is rejected, the applicant shall have the right to appeal to the General Meeting. The decision of the General Meeting shall be final and binding. There shall be no legal right to be admitted into the Federal Association (BF).

Article 5

Membership rights and obligations

The members have the right to receive information and support from the Association regarding all questions connected with the Association's objective; they have the right to receive any general information provided by the Association and to bring forward any wishes or requests, which shall be dealt with in the competent bodies and committees. All members shall have the same rights and obligations.

The members have the obligation to inform the Association of their own accord and without undue delay of any change in their proprietorship or business activity and shall pay all membership fees and shares in the cost on the due date.

The members shall support the Association to the best of their ability, adhere to the rules set forth in these Articles of Association and to any decisions of the General Meeting, and truthfully provide any information required by the Association for the fulfilment of its functions to its Management.

The fulfilment of the obligation to pay the membership fee shall be a prerequisite for the exercise of any membership rights.

Article 6

Honorary membership

The Board of Directors may award honorary membership to any person who has made exceptional contributions to the Association or the joint interests it represents.

Article 7

Termination of membership

The membership shall be terminated either by voluntary resignation or by expulsion from the Federal Association (BF).

A voluntary resignation shall be submitted to the administrative office in writing giving six months' notice to the end of the calendar year. Upon the occurrence of special circumstances the Board of Directors may decide to accept a resignation at any time.

A member may be expelled from the Association when its conduct has seriously and systematically infringed the Association's interests. The Board of Directors shall decide on the expulsion. The affected member shall be given a period of no less than two weeks to submit a written statement prior to the decision. The member shall have the right to appeal against the expulsion to the General Meeting within two weeks of receipt of the Board's decision. The decision of the General Meeting shall be final and binding.

Membership shall not be terminated by the death of a natural person. It shall continue with the person's legal successor.

Where a member company is sold, the membership shall continue with the purchaser.

Article 8 Bodies of the Association

The Association's bodies are

- a) the General Meeting,
- b) the Board of Directors, and
- c) the Management.

The Board of Directors may form committees to deal with special questions or tasks. The Board may also assign specific rights to such committees. The committees shall have the right to charge additional fees or shares in the cost from their members to fund their tasks or projects.

Article 9 General Meeting

The General Meeting, composed of all members, shall be held at least once a year. If requested by the Board or by at least one fourth of the members, an extraordinary general meeting shall be convened by the Management.

The General Meeting shall determine the basic guidelines for the Association's work; furthermore, it appoints the Board of Directors and the cash auditors.

It also decides on:

- a) The annual financial report,
- b) The approval of the actions of the Board,
- c) Amendments to the Articles of Association,
- d) Membership fees,
- e) Placing additional items on the agenda,
- f) The dissolution of the Association,
- g) And any tasks assigned to it by the Articles of Association.

The right to attend shall be restricted to persons having power of attorney from a member company.

Any member may be represented at the General Meeting by another member; to such effect, a written proxy must be given that must be submitted to the Management before the beginning of the General Meeting. No single member may represent more than three other members. Representation by a member of the consulting professions (solicitors, tax consultants etc.) and representation by a non-member are equally inadmissible.

The General Meeting is convened in writing, by fax or by electronic means at least 2 weeks in advance with announcement of the agenda. The period commences on the day following the sending of the invitation.

Motions and questions for the General Meeting shall be submitted to the Association's administrative office no later than one week before the meeting. Any motion submitted after this period may be subject to discussion at the request of at least two thirds of all members represented at the meeting.

The Board may decide that the entire General Meeting is to be conducted electronically or in a hybrid manner (mixed form of electronic and face-to-face meetings). In this latter case, the virtual platform (which also ensures real-time image and sound transmission) must be named in the invitation. Log-in data are to be transmitted. The procedure for exercising membership rights must be described. For this purpose, a password must be provided. Questions and speeches are to be announced in the chat.

Article 10 Discussion and voting

Any member shall have the right to speak during a discussion, following an application to the Chairman to speak and in the chronological order of any applications made previously. Whoever raises a motion may speak with regard to that motion at any time. A motion to close the discussion shall be voted before the next speaker starts. If the motion is approved, any additional speakers listed for this item shall be removed from the list. The General Meeting may decide to restrict speakers to a time limit.

Decisions shall be made by majority of the votes unless provided otherwise in the Articles of Association. Upon request of any one member, a secret vote shall be held. Each member may cast its votes only consistently for a given motion. Amendments to the Articles of Association and decisions to end the discussion shall require a majority of three fourths of the votes. All properly convened meetings shall be deemed quorate, irrespective of the number of members present. Decisions regarding the dissolution of the Association shall be governed by section 20 hereunder.

Article 11 Board of Directors

The Board of Directors (pursuant to section 26 of the German Civil Code Bürgerliches Gesetzbuch, BGB) shall be composed of the Chairman and one or two additional members. It shall be elected for a term of three years, and shall remain in office at least until the next General Meeting following the end of its term. Re-election shall be admissible.

Any two members of the Board of Directors shall be authorised to represent the Association jointly. Where fewer than three Board members have been appointed, each member shall be authorised to represent the Association solely. The actions of the Board shall be subject to the approval of the General Meeting once a year. The Chairman or, in his absence, another member of the Board shall preside over the Board meetings and open the General Meetings. In addition to this, the Board members shall have the right to participate in meetings held by any bodies or committees of the Association.

The General Meeting may appoint up to seven additional members (advisory members) to the Board. They shall serve the same term of office as the directors. The Board of Directors and the advisory members shall be appointed, taking into account the structure and regional distribution of the member companies.

The Board of Directors shall be convened by the Chairman. Resolutions may also be voted in written form in lieu of a meeting. Board meetings may be held electronically or in a hybrid manner (mixed form of electronic and face-to-face meetings). Resolutions require a majority of the votes. In case of a tie, the Chairman's vote shall decide.

Article 12 Management

The Management fulfils the Association's ongoing tasks and responsibilities in accordance with the resolutions of the General Meeting and the instructions given by the Board of Directors. The Management shall be appointed by the Board of Directors.

Article 13 Chief Executive Officer

The Board of Directors may appoint an executive director as Chief Executive Officer (officer with special authorisation pursuant to section 30 of the BGB) of the BF. Apart from fulfilling the Association's ongoing tasks, the CEO shall be the responsible director of the Association's administrative office and he shall be authorised to represent the Association within the scope of business assigned to him. The CEO shall be responsible only to the Board of Directors. The Board of Directors may set forth further details in the form of Bylaws.

Article 14 Regional Committees

The members shall be free to form committees to deal with specific questions. A speaker shall be appointed who shall inform the Association.

Article 15 Supporting membership

Any company wishing to support the Association's objectives financially and by active participation may become a supporting member of the BF. The supporting membership is also open to companies with a registered office outside Germany.

The Board of Directors shall decide on the admission. In case the application is rejected, the applicant shall have the right to appeal to the General Meeting. The decision of the General Meeting shall be final and binding.

Only the following Articles of the Articles of Association shall apply to the supporting members: Articles 1, 2, 6, 7, 8, 15, 16, 20 and Article 21, subject to the provision that supporting members may be elected (right to be elected for supporting members) as members of the Board of Directors (see section 11).

The membership fee for supporting members shall be determined pursuant to the membership fee regulations, which shall be laid down by the General Meeting.

A supporting member may give notice of his resignation to the end of the year at any time.

Article 16

Membership fees and right of vote

A yearly fee shall be payable by the members to cover the costs incurred by the Association, the form and amount of which shall be determined in the membership fee regulations laid down by the General Meeting.

The membership fee shall be determined by taking into consideration the company as a whole. Companies with branch offices shall be treated as one company. The aforementioned regulation shall equally apply to any companies having the same principal shareholder. Any shareholder holding at least 40% of all of the company's shareholdings shall be considered a principal shareholder pursuant to this Article. Where a member's shareholder holds at least 40% of another company that is not a member, but eligible for membership in the Federal Association (BF), that company's turnover shall also be taken into account for determining the membership fee (indirect membership benefits).

The members shall have a number of votes based on their allocation to a membership classification. The lowest classification corresponds to one vote; the following classifications shall have one vote more per classification level.

Article 17

Minutes

All resolutions made by the Association's bodies shall be recorded in minutes that shall be signed by the person presiding over the meeting and an executive director; the minutes shall be forwarded to all participants. The minutes shall be binding, and they shall be deemed adopted unless an objection has been filed in writing within 14 days. The period commences on the day following the sending of the minutes. The original minutes shall be kept at the administrative office of the Association.

Article 18

Accounting

The Management shall be responsible for complete and proper accounts. It shall present the annual financial report for each fiscal year for adoption by the General Meeting. After proper auditing by the cash auditors, it shall be furnished with an auditor's report and signed. In addition to this, a tax consultant or external auditor shall be assigned with the auditing.

Article 19

Dissolution

The dissolution of the Association may only be decided in a General Meeting convened for this purpose by registered mail where at least two thirds of all members with a right of vote are present. The present members must approve the resolution with a majority of three fourths of the votes. If the General Meeting is not constituted properly, a subsequent General Meeting shall be held no earlier than two weeks and no later than four weeks after the first one;

in this second General Meeting, the dissolution may be approved by a majority of the votes present.

When a resolution to dissolve the Association is approved, the General Meeting shall at the same time decide on the use of any assets pertaining to the Association. The liquidation shall be effected by the Board of Directors currently in office, unless the General Meeting decides otherwise.

Article 20 Legal succession

This Association is a legal successor of the following associations:

- Fachverband Flachglas veredelnde Industrie (Flat Glass Finishing Trade Association)
- Bundesverband der Deutschen Isoliertglashersteller e. V. (Federal Association of German Insulated Glass Manufacturers, a registered association)

Article 21 Authorisation of the Board of Directors

The Chairman of the Board and, in his absence, a deputy shall be authorised, after hearing the Board of Directors, to make such non-essential, formal amendments to the Articles of Association as may be deemed necessary by the competent authorities for the authorisation procedure.

These Articles of Association were approved by the General Meeting held on 16/05/1986. They have been registered under number 2827 with the Register of Associations at the Siegburg Local Court. The most recent amendment was made in the General Meeting held on 06/10/2021.