

# ARTICLES OF ASSOCIATION of HTI High Tech Industries AG

## I. GENERAL PROVISIONS

### 1. Corporate Name, Seat, Duration

- 1.1 The corporate name of the stock corporation is:  
HTI High Tech Industries AG.
- 1.2 The corporate seat shall be in St. Marien, Austria.
- 1.3 The company shall be established for an unlimited period of time.

### 2. Corporate Objects

- 2.1 The corporate objects are:
  - a) production, trade in and provision of services relating to, technical products of all kinds, including without limitation high-tech and plastic products;
  - b) carrying on investment transactions and taking over other businesses of any kind.
- 2.2 In general, the company shall have the right to establish branches and subsidiaries in Austria and abroad, to divest operating units or the entire business into one or more subsidiaries, to acquire participations and all other kinds of equity interests in other enterprises whose corporate objects are similar to those listed in Art. 2.1, and to carry out all transactions and take all measures which are deemed to be necessary or useful to attain the corporate objects.

### **3. Announcements**

All of the company's publications, unless otherwise compulsory stated in the 'Aktiengesetz' are done by means of the 'Amtsblatt der Wiener Zeitung'. Incidentally, publications are conducted according to the applying legislative conditions.

## **II. CAPITAL STOCK AND SHARES**

### **4. Capital Stock**

- 4.1 The share capital of the company amounts to EUR 45.583.944,-- (forty five million five hundred eighty three thousand nine hundred forty four)
- 4.2 The share capital of the company is divided into 45.583.944 (forty five million five hundred eighty three thousand nine hundred forty four) ordinary bearer shares with no par value, each of them representing an equal share of the entire capital stock. The amount of pro-rata capital stock attributable to each share is EUR 1.00 (one Euro).
- 4.3 a) In the course of the Annual General Meeting, held on June 30, 2010 a conditional capital increase according to § 159 Art. 2 Z.1 AktG of up to EUR 5,000,000 (EURO 5 million) by issuance of up to 5,000,000 pieces (five million) ordinary bearer shares with full voting power to the creditors of the debenture bonds according to §174 AktG decided upon in the sense of the AGM resolution dated June 30, 2010. The conditional capital increase shall only be conducted to the extent of the company's creditors exercising the conversion rights of the debenture bonds, issued on December 31, 2009 with an exercise price of EUR 1 (Euro one) per share. The newly issued shares of this conditional capital increase bear the same dividend rights as the already existing shares of the company. The supervisory board is authorized to pass resolutions for amendments of the Articles of Association that may become necessary due to the issuance of shares from the conditional capital.
- b) In the course of the Annual General Meeting, held on June 28, 2011 a conditional capital increase according to § 159 Art. 2 Z.1 AktG of up to EUR 9,500,000 (EURO 9.5 million) by issuance of up to 9,500,000 pieces (nine point five million) ordinary bearer shares with full voting power against contribution in kind to the creditors of the debenture bonds, ISIN AT000A0NONV11 according to §174 AktG decided upon in the sense of the AGM resolution dated June 30, 2010 under utilization of the authorization as agreed upon in the course of this AGM, which are fitted with conversion rights for up to 9.500.000 pieces (nine point five million) non-par value bearer shares with a pro-ratio amount from the share capital of up to EUR 9.500.000. The conditional capital increase shall only be conducted to the extent of the company's creditors exercising the conversion and/or subscription rights of the debenture bonds. The exercising price must not be lower than the pro-ratio amount of the share capital. The newly issued shares of this conditional capital

increase bear the same dividend rights as the already existing shares of the company. The supervisory board is authorized to pass resolutions for amendments of the Articles of Association that may become necessary due to the issuance of shares from the conditional capital.

Due to the creditors' exercising of conversion rights of the debenture bonds, ISIN AT000A0NV11, issued by the company according to § 174 AktG in August/September 2011 the share capital of the company, by utilization of the contingent capital was increased by EUR 9.350.000 (nine million three hundred fifty thousand). Consequently, the contingent capital was reduced from EUR 9.500.000 to EUR 150.000.

- 4.4 The management board was authorized by the Annual General Meeting as of June 30, 2010, within a period of five years following the registration of the respective amendment of the Articles of Association in the commercial register, the supervisory board's permission provided, to increase the share capital of the company of up to EUR 14,500,000 (Euro fourteen million five hundred thousand) by issuance of 14,500,000 (fourteen million five hundred thousand) ordinary bearer shares with full voting power, in one or more tranches, under total or part exclusion of subscription rights, against cash- or contribution in kind increase and to determine the exercise price which must not be lower than the pro-ratio amount of the shares compared to the current share capital as well as the other issuing conditions in agreement with the supervisory board (authorized capital). The supervisory board is authorized to pass resolutions for amendments of the Articles of Association that may become necessary due to the issuance of shares from the conditional capital.

According to the resolution of the Management Board dd. 02.05.2011 and after approval through the Supervisory Board dd. 17.05.2011 the share capital of the company is increased by EUR 550.000,- (Euro five hundred and fifty thousand) by partial utilization of the authorized capital acc. to item 4.4. of the Articles of Association. Hence an authorized capital is actually EUR 13.950.000,- (Euro thirteen million nine hundred fifty thousand) which can be exercised by issuing of up to 13.950.000 (thirteen million nine hundred fifty thousand) non-par value bearer shares with full voting power as per the conditions as explicitly stipulated in item 4.4., first paragraph of the Articles of Association.

According to the resolution of the Management Board dd. 27.06.2011 and after approval through the Supervisory Board dd. 27.06.2011 the share capital of the company is increased by EUR 6.038.990,- (Euro six Million and thirty eight thousand nine hundred and ninety ) by partial utilization of the authorized capital acc. to item 4.4. of the Articles of Association. Hence an authorized capital is actually EUR 7.911.010,- (Euro seven million nine hundred eleven thousand and ten) which can be exercised by issuing of up to 7.911.010 (seven million nine hundred eleven thousand and ten) non-par value

bearer shares with full voting power as per the conditions as explicitly stipulated in item 4.4., first paragraph of the Articles of Association.

**5. Shares**

- 5.1 The shares have been issued as ordinary bearer shares with no par value pursuant to sec. 8 para 3 of the Austrian Stock Corporation Act.
- 5.2 The shares are in bearer form.
- 5.3 If, in the event of a capital increase, the shareholders' resolution relating to that increase does not specify whether the shares are to be issued in bearer or in registered form, they shall be issued in bearer form.

**6. Share Certificates**

- 6.1 The form and contents of the share certificates as well as of the dividend and renewal coupons shall be determined by the managing board. The same shall apply to interim certificates, bonds, interest coupons, renewal coupons and option warrants.
- 6.2 The company shall have the right to issue one single certificate for a plurality of shares ("global certificate"). Unless the company is obligated under other statutory provisions to issue separate share certificates, the shareholder's claim for issuance of separate share certificates is excluded pursuant to sec. 10 para. 6 of the Austrian Stock Corporation Act.

### **III. MANAGING BOARD**

**7. Composition**

- 7.1 The managing board of the company shall consist of two to six members.

**8. Representation of the Company**

- 8.1 The representation authorities of the individual members of the managing board shall be defined in the respective resolution of their appointment.

- 8.2 Apart from the other statutory limitations imposed on them, authorized representatives ("*Prokuristen*") may represent the company only together with another authorized representative ("*Prokurist*") or together with a managing board member.
- 8.3 The appointment of individuals with a commercial power of attorney ("*Einzelhandelsbevollmächtigter*") for the entire business shall not be permissible.
- 8.4 The supervisory board may adopt by-laws for the managing board. Such by-laws shall, in particular, determine the allocation of responsibilities among the managing board members and specify the transactions which - in addition to those prescribed by law (sec. 95 para. 5 of the Austrian Stock Corporation Act) - require the approval of the supervisory board. To the extent that this is prescribed by law (sec. 95 para. 5, sub-paragraphs 4, 5, and 6 of the Austrian Stock Corporation Act), the supervisory board shall have the duty to establish the financial limits for transactions up to which no approval of the supervisory board has to be obtained; the supervisory board shall be free to establish such financial limits for the cases mentioned in sec. 95 para. 5, sub-paragraphs 1 and 2 of the Austrian Stock Corporation Act.

## **9. Resolutions of the Managing Board**

- 9.1 Resolutions of the managing board shall be adopted by a simple majority of the votes.
- 9.2 The managing board shall have a quorum if at least half of the managing board members, among them the chairman (provided that a chairman of the managing board has been appointed from among the managing board members pursuant to Art. 9.3), are personally present at the meeting. In case of imminent danger, the managing board shall have a quorum irrespective of whether the attendance criteria specified in the preceding sentence are met or not. Meetings of the managing board shall be chaired by the chairman or - in the event of his/her absence or if no chairman has been appointed - by the oldest managing board member. The person chairing the meeting shall specify the type of voting.
- 9.3 If a managing board member has been appointed chairman of the managing board by the supervisory board, such member shall have the casting vote in case of a tie if the managing board is composed of an even number of members.

## **10. Reports to the Supervisory Board**

The reports to be submitted to the supervisory board by the managing board pursuant to sec. 81 of the Austrian Stock Corporation Act shall provide information on the development of the business of the company and its overall position. The managing board shall also inform the supervisory board about the position of group or holding

companies. Additional reporting duties may be laid down by the supervisory board in the by-laws for the managing board. Furthermore, the managing board is obligated to submit additional reports on any and all matters of the company whenever this is specifically requested by the supervisory board.

## **IV. SUPERVISORY BOARD**

### **11. Composition, Election**

- 11.1 The supervisory board shall consist of not less than three and not more than eight members elected by the shareholders' meeting. When electing a supervisory board member, the shareholders' meeting may also elect a substitute member who shall become a regular member of the supervisory board if the respective supervisory board member elected by the shareholders' meeting resigns before the end of his/her term.
- 11.2 Unless elected for a shorter period of time, the supervisory board members elected by the shareholders' meeting shall be elected for the period ending at the close of the shareholders' meeting that decides on their release from responsibility for the fourth fiscal year following their election; for such purposes, the fiscal year of the election will not be taken into account.

### **12. Chairman, Deputy Chairman**

- 12.1 Immediately after its election, the supervisory board shall elect a chairman and a deputy chairman from among its members. The chairman and the deputy chairman shall hold such positions for their entire terms of office as supervisory board member, unless otherwise resolved upon by the supervisory board. If the position of the chairman or that of the deputy chairman becomes vacant, the supervisory board shall immediately hold an election to fill the vacancy.
- 12.2 If no one can win the absolute majority in such an election, a run-off election between the two members with the most votes shall be held.
- 12.3 The chairman or the deputy chairman may be re-elected.
- 12.4 When acting for the chairman, the deputy chairman shall have the same rights and duties as the chairman.
- 12.5 Every supervisory board member may resign, even without good cause, by giving written notice to the managing board or to the chairman of the supervisory board or, in case of the latter's absence or in case the chairman of the supervisory board resigns, to the deputy chairman. The resignation shall

become effective four weeks after receipt of the notice unless it is specifically declared to enter into force at a later point in time.

- 12.6 Supervisory board members may be re-elected.
- 12.7 If a supervisory board member elected by the shareholders' meeting resigns before the end of his/her term, the election of a substitute is required only at the next ordinary shareholders' meeting. A substitute may, however, be elected by an extraordinary shareholders' meeting at any time, and such a substitute shall mandatorily be elected without delay whenever the number of the supervisory board members elected by the shareholders' meeting has fallen below three.
- 12.8 A substitute shall be elected for the remaining term of the resigned supervisory board member. If a supervisory board member is elected by an extraordinary shareholders' meeting, his/her first year in office will be deemed to end upon the close of the next ordinary shareholders' meeting.

### **13. Resolutions**

- 13.1 The supervisory board shall issue and adopt its own by-laws.
- 13.2 Meetings of the supervisory board shall be called by the chairman or in the absence of the chairman by the deputy chairman, by sending a letter, telex, cable or telefax to each member's address most recently notified to the company. Upon request of the chairman of the supervisory board, meetings may also be called by the managing board. The individual supervisory board members' subsidiary right of calling a meeting when a request for a meeting has not been granted (sec. 94 para. 2 of the Austrian Stock Corporation Act) shall not be affected thereby; the pertinent notice of meeting shall be given in the same way as the notice of meeting given by the chairman or the deputy chairman.
- 13.3 The supervisory board shall have a quorum if notice of meeting has been duly given to all supervisory board members and if at least three (3) members elected by the shareholders' meeting, among them the chairman or the deputy chairman, are personally present at the meeting. Meetings shall be chaired by the chairman or in the absence of the chairman by the deputy chairman. The person chairing the meeting shall specify the type of voting.
- 13.4 Resolutions shall be adopted by a simple majority of the votes cast. In case of a tie the person chairing the meeting shall have the casting vote. This procedure shall also apply to elections.
- 13.5 If a member of the supervisory board cannot attend a meeting of the supervisory board, he/she may authorize another member in writing to submit his/her written vote in his/her place.

- 13.6 If a member of the supervisory board cannot attend a particular meeting of the supervisory board, he/she may authorize another member in writing to represent him at such a meeting. The member represented in such a manner shall not be counted when determining whether there is a quorum at a meeting (paragraph 3). The right to chair a meeting cannot be delegated.
- 13.7 The debates and resolutions of the supervisory board shall be minuted and such minutes shall be signed by the chairman of the meeting.
- 13.8 Resolutions may also be adopted in writing (by letter, telex, cable or telefax) without the supervisory board convening for a meeting (written vote) provided that the chairman or in case of his/her absence the deputy chairman requests such adoption of a resolution in writing and further provided that none of the supervisory board members specifically rejects such procedure by giving notice to that effect to the chairman of the supervisory board or to the deputy chairman within seven days following receipt of the documents. A resolution will be deemed to have been adopted validly only if at least 3 (three) members elected by the shareholders' meeting, among them the chairman or the deputy chairman, have submitted their votes. The provisions of paragraph 4 shall apply *mutatis mutandis* to the written vote. The representation by another supervisory board member as specified in paragraph 6 is not permissible in case of a written vote.

#### **14. Committees**

- 14.1 The supervisory board is entitled to set up committees from among its members. The tasks and areas of competence of such committees shall be determined by the supervisory board, which may also resolve upon by-laws for the committees. The committees may be assigned decision-making powers, unless mandatory law stipulates that particular tasks can only be carried out properly by the collective supervisory board.
- 14.2 In case a committee consists of only two members elected by the shareholders' meeting, such committee shall have a quorum only if both of them are present. Unless provided otherwise, the provisions of Article 13 paragraphs 2 through 8 shall apply *mutatis mutandis* to committees of the supervisory board.

#### **15. Declarations of Intent**

Declarations of Intent of the supervisory board shall be issued by the chairman of the supervisory board or in the absence of the chairman by the deputy chairman.

#### **16. Formal Amendments of the Articles**

The supervisory board may resolve upon amendments of the Articles of Association provided that only their wording is affected. The preceding sentence shall apply, in

particular, to amendments resulting either from capital-related measures taken by the managing board under an authorization granted to it or from the issuance of shares under pre-emptive rights (sec. 166 para. 1 of the Austrian Stock Corporation Act).

**17. Remuneration**

Apart from the reimbursement of his/her out-of-pocket expenses, every supervisory board member shall receive a lump-sum attendance allowance and remuneration for every meeting attended. The amount of the lump-sum attendance allowance and remuneration shall be determined by resolution of the shareholders' meeting. Moreover, the shareholders' meeting may also resolve upon an annual remuneration, thereby taking into account the special tasks of the chairman and the deputy chairman.

## **V. SHAREHOLDERS' MEETING**

**18. Conscription**

18.1 The Annual General Meeting has to be conscripted by the managing- and the supervisory board. In any case, an AGM is to be conscripted by the managing board, if shareholders, whose investments reach 5% (five percent) of the share capital, request conscription by presentation of an agenda and a request for resolution to each TOP of the agenda; the request must be presented in German language, including the reasons for this request. The applicants must be shareholders for more than three months prior to forwarding the request and must keep the shares until their request's resolution.

18.2 The Annual General Meetings shall be held at the headquarters of the company, an Austrian provincial capital or in St. Marien, Leonding, Fohnsdorf, Kapfenberg, Korneuburg, Micheldorf or Neudörf.

18.3 The Annual General Meeting is conducted in German language.

18.4 The conscription of the Annual General Meeting must be published latest at the 28<sup>th</sup> day prior to the AGM, for extraordinary AGM's at the 21<sup>st</sup> day prior to the AGM.

18.5 The announcement of the conscription of the Annual General Meeting has to be done by publication according to §3 of the AoA and §107 Art. 3 AktG.

**19. Right to Attend Shareholders' Meetings**

19.1 The authorization for participation in the AGM and to exercise the shareholder's rights, which are asserted in the course of the AGM, for ordinary shares, are determined according to the shareholdings at the end of the 10<sup>th</sup> day prior the day the AGM is held (verification deadline). Authorized for participation are only persons who holds shares at this day.

- 19.2 For ordinary shares, held at deposit, a depot confirmation acc. to §10a AktG at the verification deadline is sufficient. This deposit conformation has to be received by the company latest on the third day prior to the AGM at the address as stipulated in the conscription. Deposit confirmations must be done in writing.
- 19.3 In cases shares (interim certificates) are not issued the conscription has to state under which conditions the shareholders are authorized for participation in the AGM.
- 19.4 If no shares (interim certificates) have been issued, the notice of the shareholders' meeting shall set out the conditions to be met by the shareholders for attendance of the shareholders' meeting.

## **20. Voting Right**

- 20.1 Each share shall grant one vote, provided that the pro-rata amount of the entire capital stock attributable to the share as well as such higher issue price, if any, stipulated upon the issuance of the shares have been paid up in full.
- 20.2 The voting power can only be exercised by authorized representatives. The authority has to be addressed to a certain person in writing. The authority must be handed over to the company and kept or verifiably noted down. It is possible that more persons are authorized. If the shareholder has authorized their depository bank (§10 AktG), it is sufficient if the bank's representative makes a statement about the fact that authorization has given to them, additionally to the authorization; §10a Art. 3 AktG. Authorizations may be also be transmitted to the company by means of a clearly determined electronic means of communication. The details for these authorizations are announced in combination with the conscription of the AGM.

## **21. Chairmanship**

- 21.1 Shareholders' meetings shall be chaired by the chairman of the supervisory board or by the deputy chairman. If neither of them has attended, or is willing to chair, the meeting, the notary public invited for authentication purposes shall arrange for the election of a chairman.
- 21.2 The chairman of the shareholders' meeting shall preside over the debates.

## **22. Voting**

Unless otherwise provided for by mandatory law, the shareholders' meeting shall adopt its resolutions by a simple majority of the votes cast; where a majority of the capital stock is required, the decisions shall be adopted by a simple majority of the capital stock present or represented at the adoption of the resolution. This shall apply, in particular, to resolutions on amendments of the Articles of Association, especially regarding any increase or decrease in capital pursuant to sec. 192 para. 3 of the Austrian Stock Corporation Act.

**23. Run-off Election**

If no simple majority can be achieved in the first ballot, a run-off election shall be held between the two persons who have received most of the votes. In case of a tie, the chairman of the meeting shall have the casting vote.

**VI. ANNUAL FINANCIAL STATEMENTS  
AND DISTRIBUTION OF PROFIT**

**24. Fiscal Year**

The fiscal year shall be the calendar year.

**25. Annual Financial Statements, Annual Report**

25.1 Within the periods of time stipulated by law, the managing board shall submit to the supervisory board the annual financial statements for the preceding fiscal year and the management report, following the auditing thereof by the auditor, as well as the proposal of the management for the distribution of the annual result.

25.2 The company shall prepare the annual financial statements in accordance with the applicable statutory provisions in force.

25.3 Within the periods of time stipulated by law, the shareholders' meeting shall decide on the appropriation of result, the release of the managing and supervisory boards from their responsibility for the preceding year, the election of the auditor and, in the cases provided by law, on the adoption of the annual financial statements (ordinary shareholders' meeting).

**26. Profit**

The net profit remaining after accruals, depreciation, value adjustments, formation of reserves as well as accruals and provisions, including the endowment of the statutory reserve, shall be distributed to the shareholders unless otherwise resolved upon by the shareholders' meeting.

**27. Distribution of Profits**

27.1 The shares in profit due to the shareholders as dividends shall be apportioned equally to all shares on which the pro-rata amount of the entire capital stock as well as the higher issue price, if any, stipulated upon the issuance of the shares have been paid up. Contributions which were paid during the fiscal year shall be considered in proportion to the time that has elapsed since payment.

27.2 Upon the issuance of new shares, a different formula for the apportionment of profit may be determined.

**28. Payment of Profit**

28.1 Unless otherwise decided by the shareholders' meeting, the dividends shall be due and payable 30 (thirty) days after the date of the shareholders' meeting.

28.2 Dividends that are not collected by the shareholders within three years after having become due shall be forfeited and shall accrue to the free reserve of the company.