

The

EQS Group AG

Articles of Association

I. General provisions

§ 1 Company name, registered office and financial year

(1) The name of the Company is:

EQS Group AG

(2) The Company's registered office is in Munich.

(3) The financial year is the calendar year.

§ 2 Corporate purpose

(1) The corporate purpose is the creation and sale of Internet-based software-as-a-service solutions in the areas of Compliance, Investor Relations and ESG (Environmental, Social and Governance), which enable companies to comply with legal and regulatory requirements, to take communicative measures and to digitally map and efficiently manage tasks in these areas. In the Compliance segment, this includes in particular a digital platform with, among other things, service modules for an anonymous and digital whistleblowing system, the communication and management of policies, Compliance e-learning, compliance risk management and other compliance-related services. In the Investor Relations segment, the focus is primarily on a digital platform that includes, among other things, reporting obligations, investor data, contact management, event and meeting planning with investors and the worldwide, simultaneous and secure dissemination of corporate news and financial information to mandatory addressees, electronic media, media portals and agencies. The ESG segment includes, in particular, applications to support work processes associated with creating, maintaining and communicating relevant information.

(2) The purpose continues to be the provision of one-off or recurring services in the areas of Compliance, Investor Relations and ESG, such as the conception, design and realisation of company-specific investor relations and corporate communication websites on the Internet, the production and transmission of investor webcasts and virtual Annual General Meetings, the application for the Legal Entity Identifier (LEI) or the preparation and submission of documents in ESEF or XML format.

(3) The company shall also be entitled to carry on its activities wholly or partly indirectly through branches as well as subsidiaries, associated companies and joint ventures in Germany and abroad. In particular, it may transfer all or part of its business to undertakings dependent on it and/ or outsource all or part of its business to undertakings dependent on it. The corporate purpose of subsidiaries and associated companies may also include objects outside the limits of paragraphs (1) to (2). The company may also limit itself to the activities of a management holding company and/ or the other management of its own assets.

(4) The company may engage in all business activities that are related to the corporate purpose or are suitable for promoting it directly or indirectly. It may limit its activities to one or more of the subjects referred to in paragraphs (1) to (2).

§ 3 Share register and notices

(1) The Company's notices shall be published in the Federal Gazette.

(2) The transmission of information to shareholders by means of remote data transfer is permissible.

(3) The Company shall maintain an electronic share register. Shareholders shall provide the Company with the information required for entry in the share register in accordance with Section 67^o(1) Sentence 1 of the German Stock Corporation Act (AktG), as amended. It must also be stated to what extent the shares also belong to the person who is to be entered in the share register as the holder. If shareholders submit an electronic address to the share register, the Company will send the notifications to this address electronically in accordance with Section 125 of the AktG. The Executive Board is entitled to send these notifications by other means, without there being any entitlement to this.

II. Share capital and shares

§ 4 Share capital

(1) The Company's share capital amounts to EUR 10,024,212.00 (in words: ten million twenty-four thousand two hundred and twelve euros).

(2) The share capital is divided into 10,024,012 non-par value registered shares.

(3) The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the company on one or more occasions on or before 27 June 2027 by up to EUR 1,002,421.00 by issuing new registered common shares and/or new registered non-voting preferred shares in exchange for cash contributions and/or contributions in kind (Authorised Capital 2022/I).

The authorisation includes the authority to issue additional non-voting preferred shares in the event of multiple issuances of preferred shares that rank prior to or equal to the previously issued preferred shares in the distribution of profits or corporate assets.

If shareholders are granted subscription rights, the shares may also be offered to a credit institution or a company operating in accordance with Section 53(1) sentence (1) or Section 53b(1) sentence (1) or (7) of the KWG (German Banking Act) with the obligation to offer them to shareholders for subscription (indirect subscription right). The Executive Board is authorised, with the consent of the Supervisory Board, to exclude subscription rights,

- To exclude fractional amounts from the shareholders' subscription rights;
- In the case of capital increases against contributions in kind for the (also indirect) acquisition of companies, parts of companies or an interest in a company, other essential operating resources or other assets, including accounts receivable against the company or against Group companies;
- In the case of capital increases against cash contributions, if the issue price of the shares is not significantly lower than the stock market price and the shares issued with the exclusion of subscription rights in accordance with Section 186(3) sentence (4) of the German Stock Corporation Act do not exceed a total of 10% of the share capital, neither at the time when the authorisation takes effect nor at the time it is exercised, if this value is lower. The maximum limit shall include shares issued or to be issued during the term of this authorisation up to the time of its exercise for the purpose of fulfilling bonds with warrants or convertible bonds, provided that the bonds were issued with the exclusion of subscription rights in analogous application of Section 186(3) sentence (4) of the German Stock Corporation Act, as well as treasury shares acquired on the basis of an authorisation pursuant to Section 71(1) no. (8) of the German Stock Corporation Act and sold with the exclusion of the shareholders' subscription right pursuant to Section 186(3) sentence (4) of the German Stock Corporation Act;
- To fulfil a greenshoe option agreed with underwriters in the event of a further IPO of the company;
- Insofar as this is necessary to grant the holders of conversion and/or option rights or of a conversion obligation from convertible bonds and/or bonds with warrants already issued or to be issued in the future by EQS Group AG or its Group companies at the time of the utilisation of the Authorised Capital 2022/I a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising the conversion and/ or option rights or after fulfilling a conversion obligation;
- To implement a scrip dividend, whereby shareholders are offered the option of contributing their dividend entitlement, at their choice, (in whole or in part) to the company as a contribution in kind in exchange for the granting of new shares from the Authorised Capital 2022/I.

The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further contents of the share rights and the conditions of the share issue as well as the further details of the capital increase and its implementation. The right to participate in profits granted to shareholders of such new shares may also deviate from Section 60(2) of the German Stock Corporation Act; such new shares might grant the right to profit participation from the beginning of the financial year preceding the year of their issue, unless the Annual General Meeting has already resolved on the appropriation of profits for such financial year at the time these new shares are issued.

The Supervisory Board is authorised to amend 13 the wording of the Articles of Association after the full or partial implementation of the capital increase in accordance with the respective utilisation of the authorised capital and, if the authorised capital has not been utilised or has not been fully utilised by 27 June 2027, after the expiration of the authorisation period.”

(4) The company's share capital was increased contingently by up to EUR 3,941,125.00 by issuing up to 3,941,125 no-par value registered shares (Contingent Capital 2021). The contingent capital increase is made exclusively for the purpose of granting shares to the holders of convertible bonds and/or bonds with warrants issued by the company or any wholly-owned direct or indirect holding company of the company until 13 May 2026 in accordance with the authorisation granted by the Annual General Meeting on 14 May 2021. In accordance with the terms and conditions of the convertible bonds, the contingent capital increase also serves to issue shares to holders of convertible bonds with conversion obligations. The contingent capital increase will only be implemented to the extent that the holders of the convertible bonds and/or bonds with warrants exercise their conversion or option rights or the holders of the convertible bonds with a conversion obligation fulfil their conversion obligation and to the extent that treasury shares are not made available to service these rights. The shares will participate in any profits from the beginning of the previous financial year – insofar as permitted by law and if they arise up to the start of the General Meeting of the company – otherwise from the beginning of the financial year in which they arise. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase.

§ 5 Shares

(1) The form and content of the share certificates as well as the dividend coupons and renewal coupons shall be determined by the Executive Board with the approval of the Supervisory Board.

(2) Shareholders shall not be entitled to have their shares securitised unless securitisation is required under the rules applicable on a stock exchange on which the share is admitted. Collective certificates may be issued.

§ 6 Other securities

The form and content of the certificates for convertible bonds, bonds with warrants, and warrants issued by the Company, as well as the corresponding interest coupons, entitlement coupons and renewal coupons, shall be determined by the Executive Board, with the approval of the Supervisory Board. The claim of individual securitisation is excluded.

III. Executive Board

§ 7 Composition, Rules of Procedure and resolutions

(1) The Executive Board shall consist of one or more persons. Even if the Company's share capital exceeds EUR 3,000,000, the Executive Board may consist of one person. Deputy members of the Executive Board may be appointed.

(2) The Supervisory Board shall appoint the members of the Executive Board and determine their number in accordance with paragraph 1. The Supervisory Board may appoint a Chairperson of the Executive Board and a Deputy Chairperson of the Executive Board.

(3) Executive Board resolutions shall be adopted by a simple majority of the votes cast by the members of the Executive Board participating in the adoption of the resolution. In the event of a tie, the Chairperson shall have the casting vote.

(4) Written employment contracts shall be concluded with the members of the Executive Board.

§ 8 Company management and representation

(1) The members of the Executive Board shall conduct the business of the Company in accordance with the law, the Articles of Association, the Rules of Procedure for the Executive Board, the schedule of responsibilities and the respective employment contract.

(2) If only one member of the Executive Board has been appointed, this member shall solely represent the Company. If several Executive Board members have been appointed, the Company shall be jointly represented by two Executive Board members or by one member of the Executive Board together with an authorised signatory ("Prokurist").

(3) The Supervisory Board may regulate representation differently, in particular grant members of the Executive Board individual power of representation. The Supervisory Board may further determine in general or for individual cases that individual or all members of the Executive Board are entitled to represent the Company in legal transactions with themselves as representatives of a third party; Section 112 of the AktG remains unaffected.

(4) The Supervisory Board may, by resolution or in the Rules of Procedure for the Executive Board, direct that certain types of transactions require its approval.

IV. Supervisory Board

§ 9 Composition and term of office

(1) The Supervisory Board shall consist of five members.

(2) The appointment of the Supervisory Board shall be for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the beginning of the term of office, unless the Annual General Meeting resolves on a shorter term of office for all or individual members of the Supervisory Board at the election. The financial year in which the election is conducted is not included in this calculation. Re-election is possible.

(3) Substitute members may be elected for one or more specific members of the Supervisory Board at the same time as the ordinary members of the Supervisory Board. They shall become members of the Supervisory Board in a sequence to be determined at the time of election if members of the Supervisory Board, as whose substitute members they were elected, leave the Supervisory Board before the end of their term of office. The office of a substitute member appointed to replace a resigning member shall expire as soon as a successor is appointed for the resigning member at the end of the next Annual General Meeting, if this does not apply, it shall expire at the end of the resigning member's remaining term of office. If the substitute member who resigned as a result of a by-election had been appointed for several Supervisory Board members, their position as substitute member shall be revived.

(4) The appointment of a successor to a member who resigned before the end of their term of office shall be for the remainder of the resigning member's term of office, unless the Annual General Meeting resolves on a different term of office within the scope of Section 9°(2). If the by-election of a member of the Supervisory Board who has left the Supervisory Board prematurely is to result in the departure of a substitute member who has stepped up, the resolution on the by-election requires a majority of three quarters of the votes cast.

(5) Each member of the Supervisory Board and substitute member may also resign from office without good cause by submitting a written declaration to the Chairperson of the Supervisory Board, or in the event of resignation from office by the Chairperson to their deputy, giving one month's notice. The Chairperson of the Supervisory Board or, in the event of resignation by the Chairperson of the Supervisory Board, their deputy, may shorten the notice period or waive compliance with the notice period.

§ 10 Chairperson and Deputy Chairperson

(1) At the first meeting following its election, the Supervisory Board shall elect a Chairperson and one or more Deputy Chairpersons from among its members. The

election shall be for the term of office of the elected persons or for a shorter period determined by the Supervisory Board. In the event of several deputies, the order determined at the time of their election shall apply.

(2) If the Chairperson or their Deputy resigns from office prematurely, the Supervisory Board shall immediately hold a new election for the resigning member's remaining term of office.

§ 11 Supervisory Board meetings

(1) The Supervisory Board meetings shall be convened in writing by the Chairperson of the Supervisory Board with 14 days' notice. The date the invitation is sent and the meeting date shall not be counted when calculating the notice period. In urgent cases, the Chairperson may shorten this notice period appropriately and convene meetings verbally, by phone or in writing using electronic media (e.g. email).

(2) The Supervisory Board meetings shall be chaired by the Chairperson.

(3) The agenda shall be communicated when convening the meeting. If the agenda has not been properly announced, resolutions may only be passed on items on the agenda that were not included in the invitation and were also not communicated by the third day before the meeting if no Supervisory Board member objects. In such a case, absent members shall be given the opportunity to object to the adoption of the resolution or to cast their vote in writing, verbally, by telephone, by fax, by email or by any other customary means of communication within a reasonable period to be determined by the Chairperson of the Supervisory Board. The resolution shall only become effective if no absent member of the Supervisory Board has objected by the deadline. Members of the Supervisory Board who are connected by telephone or electronic means of communication shall be deemed to be present.

§ 12 Supervisory Board resolutions

(1) Supervisory Board resolutions are generally passed in meetings. By order of the Chairperson or with the consent of all members of the Supervisory Board, meetings may also be held in the form of a telephone conference or by means of other electronic means of communication (in particular video conference) and individual members of the Supervisory Board may be connected by telephone or by means of electronic means of communication (in particular video transmission); in such cases, resolutions may be adopted by way of telephone conference or by means of other electronic means of communication (in particular video conference). Absent members of the Supervisory Board or members of the Supervisory Board who do not participate in the conference call or are not connected to the conference call may also participate in the adoption of resolutions by the Supervisory Board by having written votes submitted by another member of the Supervisory Board. In addition, they may also cast their vote in advance of the meeting, during the meeting or subsequently within a reasonable period of time to be determined by the Chairperson of the Supervisory Board, also verbally,

by telephone, by fax, by email or by other customary means of communication. There shall be no right to object to the form of decision-making ordered by the Chairperson.

(2) Outside of meetings, resolutions may be passed in writing, by telex or by telephone, or by electronic media, as well as in a combination of the aforementioned forms, if no member objects to this procedure within a reasonable period of time determined by the Chairperson of the Supervisory Board. Such resolutions shall be immediately recorded in writing by the Chairperson and circulated to all members. The following provisions shall apply *mutatis mutandis* to votes taken outside meetings.

(3) A member shall participate in the adoption of resolutions even if they abstain from voting.

(4) Supervisory Board resolutions shall be adopted by a simple majority of the votes cast, unless otherwise stipulated by law. Abstentions shall not be counted as votes. In the event of a tie, the Chairperson of the Supervisory Board has the casting vote; this also applies to elections.

(5) The Chairperson of the Supervisory Board is authorised to make the declarations of intent required to implement the Supervisory Board resolutions on behalf of the Supervisory Board.

(6) Minutes shall be taken of the Supervisory Board discussion and resolutions, which shall be signed by the Chairperson of the meeting or, in the case of voting outside meetings, by the person in charge of the vote.

§ 13 Rules of Procedure

The Supervisory Board sets its own Rules of Procedure within the framework of the law and the Articles of Association.

§ 14 Remuneration

(1) In addition to reimbursement of reasonable expenses, each member of the Supervisory Board shall receive an annual remuneration in the amount of EUR 32,500.00, plus any value added tax payable thereon. The chairperson of the Supervisory Board shall receive 2.5 times the remuneration and their deputy 1.5 times pursuant to sentence 1. The chairperson of the Audit Committee shall receive EUR 15,000.00 in addition to their other Supervisory Board remuneration. If the term of office of a Supervisory Board member was not uninterrupted for the entire financial year, the Supervisory Board remuneration is calculated *pro rata temporis*. The Annual General Meeting is entitled to adjust the amount of remuneration or to set a different remuneration by resolution.

(2) In addition, each member of the Supervisory Board shall receive attendance fees for participation in Supervisory Board meetings. The chairperson of the Supervisory Board shall receive EUR 2,000.00 per meeting per day, irrespective of whether it is a

face-to-face, hybrid or virtual meeting and whether they attend the meeting in person. All other members receive EUR 750.00 per meeting per day. If the meeting is a (hybrid) meeting with the possibility of attendance in person, each physically present member shall receive EUR 1,000.00 per meeting per day in deviation from the previous sentence. Each participating member receives EUR 750.00 per meeting per day for attending committee meetings. The remuneration of attendance fees is limited to a maximum of 10 Supervisory Board or committee meetings per year. Supervisory Board meetings shall be given priority over committee meetings.

(3) The members of the Supervisory Board shall also be reimbursed for all out-of-pocket expenses as well as for any value-added tax payable on remuneration and out-of-pocket expenses.

(4) The Company is entitled to insure the members of the Supervisory Board against the risks of their Supervisory Board activities to an appropriate extent at the Company's expense.

§ 15 Amendments to the Articles of Association

The Supervisory Board is authorised to adopt amendments to the Articles of Association that only affect their wording.

V. Annual General Meeting

§ 16 Venue and convening

(1) The Annual General Meeting shall be held at the registered office of the Company or, at the discretion of the convening body, at the registered office of a German stock exchange. The venue shall be determined when convening the meeting.

(2) The Annual General Meeting shall be convened by the Executive Board, unless other persons are authorised to do so by law or by the Articles of Association. Unless the law provides for a shorter period, the Annual General Meeting must be convened at least thirty days before the date of the meeting and published in the electronic Federal Gazette. The minimum period pursuant to sentence 2 shall be extended by the days of the registration deadline in accordance with Section 17^o(1) of the Articles of Association. The day of the Annual General Meeting and the day it is convened shall not be counted. Section 121^o(4) of the AktG remains unaffected.

(3) The Annual General Meeting that resolves on the formal approval of the Executive Board and Supervisory Board actions, on the appropriation of profits and, if necessary, on the adoption of the annual financial statements (ordinary General Meeting) shall be held within the first eight months of each financial year.

§ 17 Annual General Meeting Chair and agenda

(1) Only those shareholders who are registered in the Company's share register on the day of the Annual General Meeting and whose registration is received by the Company at the address specified for this purpose in the notice of the meeting at least six days before the meeting shall be entitled to attend the Annual General Meeting and exercise their voting rights. The convening of the meeting may provide for a shorter period, to be measured in days. The day of the Annual General Meeting and the day it is convened shall not be counted. Registration may be in writing or by electronic means to be specified in the notice convening the Annual General Meeting. It must be in German or English.

(2) The Executive Board is authorised to provide that shareholders may participate in the Annual General Meeting without being present at its venue and without a proxy and may exercise all or some of their rights in whole or in part by means of electronic communication. The Executive Board is also authorised to make provisions regarding the scope and procedure of participation and the exercising of rights. The details are to be announced in the notice convening the Annual General Meeting.

(3) The Executive Board is entitled, but not obliged, to provide information on the Company's website prior to the Annual General Meeting. If applicable, the information must be available there for at least seven days before the beginning of the Annual General Meeting and until it is concluded and must be continuously accessible during the Annual General Meeting.

(4) Section 121^o(6) of the AktG remains unaffected.

§ 18 Voting rights

(1) Each share grants one vote at the Annual General Meeting.

(2) Voting rights may be exercised by proxy. The granting of power of attorney, its revocation and the proof of authorisation to the Company require written notice; Section 135 of the AktG remains unaffected. The notice convening the meeting may specify an easing of this requirement. The details regarding power of attorney are to be announced in the notice convening the Annual General Meeting.

(3) The Company may appoint proxies in the convening notice who may be authorised to exercise voting rights. The details regarding the granting of these proxies are to be announced in the notice convening the Annual General Meeting.

(4) The Executive Board is authorised to provide that shareholders may cast their votes in writing or by way of electronic communication without attending the meeting (postal vote). The Executive Board is also authorised to make provisions regarding procedure. The details are to be announced in the notice convening the Annual General Meeting.

§ 19 Annual General Meeting Chair

(1) The Annual General Meeting shall be chaired by the Chairperson of the Supervisory Board, one of their deputies or another member of the Supervisory Board to be determined by the Supervisory Board or another third person designated for this purpose by the Chairperson of the Supervisory Board.

(2) The chairperson of the meeting shall chair the meeting and regulate the procedure of the Annual General Meeting. In doing so, they may avail themselves of the assistance of support persons, in particular in exercising domiciliary rights. They determine the order of speakers and the treatment of the items on the agenda as well as the form, procedure and further details of the voting and may, to the extent permitted by law, decide on combining factually related resolution items into one voting item.

(3) They may impose reasonable time limits on the shareholders' right to speak and ask questions; in particular, they may reasonably determine the time frame for the course of the meeting, for the discussion of the agenda items and for individual speeches and questions; this includes, in particular, the possibility to close the list of speakers early and to order the end of the debate, if necessary.

(4) The Executive Board is authorised to permit the complete or partial video and audio transmission of the meeting in a manner to be determined by the Executive Board. The details are to be announced in the notice convening the Annual General Meeting.

(5) In agreement with the person in charge of the meeting, members of the Supervisory Board are exceptionally permitted to participate in the Annual General Meeting by means of audio and video transmission in cases where they are prevented from attending for business reasons or would have to travel to the Annual General Meeting venue at considerable expense in terms of time or money.

§ 20 Adoption of resolutions

(1) The Annual General Meeting resolutions shall require a simple majority of the votes cast, unless the law mandatorily requires otherwise. In cases where the law requires a majority of the share capital represented when the resolution is adopted, a simple majority of the share capital represented is sufficient, unless a larger majority is prescribed by law. For amendments to the Articles of Association, a simple majority of the votes cast shall suffice, unless mandatory statutory provisions or the Articles of Association stipulate otherwise. Resolutions on the Company's capital increases (Section 182 of the AktG) shall also be adopted by a simple majority of the votes cast. Abstentions shall not be counted as votes. In the event of a tie, a motion shall be deemed to be rejected.

(2) If a simple majority of votes is not achieved in an election in the first ballot, the next ballot shall be held between the two people who received the largest numbers of votes. In the event of a second ballot, the highest number of votes shall be decisive; in the event of a tie, the Chairperson shall draw lots.

§ 21 Minutes of the Annual General Meeting

Minutes shall be taken of the proceedings at the Annual General Meeting. These have full probative value for the shareholders, both among themselves and in relation to their representatives.

VI. Annual financial statements

§ 22 Annual financial statements

(1) The Executive Board shall prepare the annual financial statements (balance sheet together with profit and loss account and notes) and the management report within the statutory periods and submit them to the auditor appointed by the Supervisory Board to audit the financial statements.

(2) The Supervisory Board shall examine the annual financial statements, the Executive Board's management report and the proposal for the appropriation of the balance sheet profit and shall report in writing to the Annual General Meeting on the results of its examination. It shall submit its report to the Executive Board within one month of receiving the documents. If the Supervisory Board approves the annual financial statements after examination, they are adopted.

(3) Immediately after receipt of the Supervisory Board report, the Executive Board shall convene the ordinary Annual General Meeting. The annual financial statements, the Executive Board's management report, the Supervisory Board's report and the Executive Board's proposal for the appropriation of the balance sheet profit shall be made available for inspection by the shareholders at the offices of the Company prior to the convening of the Annual General Meeting until the conclusion of the Annual General Meeting.

(4) If the Executive Board and the Supervisory Board adopt the annual financial statements, they may allocate amounts up to half of the net income for the year to other revenue reserves. In addition, they are authorised to transfer amounts of up to 100% of the net income for the year to other revenue reserves as long as the other revenue reserves do not exceed half of the share capital or as long as they would not exceed half of the share capital after the transfer.

§ 23 Appropriation of profits

(1) The statutory provisions shall apply to the appropriation of profits. In a capital increase resolution, the profit distribution of new shares may be determined in deviation from Section 60^o(2)^o(3) of the German Stock Corporation Act.

(2) Instead of or in addition to a cash distribution, the Annual General Meeting may resolve on the appropriation of the balance sheet profit by way of a distribution in kind.

Notice: *The official version of the EQS Group AG articles of association are in German. The English translation is provided as a convenience to our shareholders. While we strive to provide an accurate and readable version in English, the technical nature of articles of association often yields awkward phrases and sentences. We understand this can cause confusion. So, please always refer to the German articles for the authoritative version.*