

# **Constitution of Hypoport SE**

## **I. General provisions**

### **1 Company name, registered office and financial year**

The name of the Company is Hypoport SE. Its registered office is located in Lübeck, Germany. The Company's financial year is the same as the calendar year.

### **2 Objects of the Company**

- 2.1 The objects of the Company include the development and marketing of technology platforms for the credit, property and insurance industries as well as advice on and brokerage of loans, insurance policies and investment products that do not constitute financial instruments as defined by section 1 (11) of the German Banking Act (KWG).
- 2.2 The Company is authorised to carry out on a worldwide basis all actions and transactions that serve to support the object of the Company. To this end, the Company may establish, acquire or invest in other companies in Germany and abroad or set up branches. The Company may hive off its operations, either partially or wholly, into subsidiaries.

### **3 Official announcements**

Official announcements by the Company are made in the German Federal Gazette. Information for shareholders may be distributed via digital channels (e.g. by email).

## **II. Subscribed capital and shares**

### **4 Amount and composition of the subscribed capital**

- 4.1 The subscribed capital amounts to €6,493,376.00. It comprises 6,493,376 no-par-value shares. The subscribed capital was paid in as part of the conversion of HYPOPORT AG into a European Company (SE).
- 4.2 The shares are registered.
- 4.3 As determined by the Management Board, shares are documented in either individual or global certificates. The form and content of share certificates, dividend coupons and renewal coupons are determined by the Management Board subject to the consent of the Supervisory Board. Shareholders are not entitled to individual

certificates for shares, dividend coupons and renewal coupons unless issuance of such certificates is required under the rules of a stock exchange to which the shares have been admitted for trading.

4.4 The Management Board is authorised – subject to the consent of the Supervisory Board – to increase the Company’s subscribed capital by up to a total of €2,799,061.00 (authorised capital) by issuing new registered no-par-value shares for cash or non-cash capital contribution on one or more occasions on or before 8 June 2025. As a rule, these shares must be offered to the shareholders for subscription. They may also be underwritten by one or more banks or equivalent credit institutions, with the proviso that the underwriting bank(s) or credit institution(s) must subsequently offer the shares to investors for subscription.

- a) However, the Management Board is authorised to disapply the pre-emption rights of shareholders, subject to approval by the Supervisory Board,
- if the new shares are issued for cash at an issue price that is not materially lower than the market price of shares with the same voting rights already listed on the stock market and if the new shares that are issued under disapplication of pre-emption rights do not, on aggregate, exceed a proportion of 10 per cent of the existing subscribed capital at the time that this authorisation becomes effective or is exercised. Any treasury shares sold during the period of validity of this authorisation under disapplication of pre-emption rights in direct or analogous application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) must be offset against this 10 per cent limit. Shares that have been – or are to be – issued for the purpose of servicing convertible bonds and/or warrant-linked bonds must also be offset against this limit if the relevant bonds were issued during the period of validity of this authorisation on a non-pre-emptive basis in analogous application of section 186 (3) sentence 4 AktG;
  - for the purpose of obtaining non-cash contributions, in particular through acquisition of companies or investment in companies or other assets, including rights and receivables, if the acquisition is in the best interest of the Company and if the consideration is to be in the form of the issue of shares;
  - to the extent necessary, in order to grant holders of convertible bonds and/or warrant-linked bonds issued by the Company or its subsidiaries pre-emption rights to new shares in an amount equivalent to the entitlement that would fall due to them upon exercise of their conversion right or option;
  - in order to even out fractional amounts.

On aggregate, the shares issued for cash or non-cash capital contributions on a non-pre-emptive basis under this authorisation must not account for more than 20 per cent of the subscribed capital at the time that this authorisation becomes effective or is exercised. Until the date of issue of the shares for which pre-emption rights are disappplied, the following must be offset against this 20 per cent limit:

- treasury shares sold on a non-pre-emptive basis, and
  - shares that have been, or are to be, issued under disapplication of pre-emption rights in order to service convertible bonds and/or warrant-linked bonds.
- b) The Management Board is also authorised to determine the further details of the capital increase and its implementation, in particular the content of the rights attached to the shares and the terms and conditions of the issue of shares, including the issue price, subject to the consent of the Supervisory Board.
- c) The Supervisory Board is authorised to amend the statutes in line with the implementation of the capital increase. The same applies in the event that the authorised capital is not used in its entirety by 8 June 2025.

### **III. Constitution of the organisation**

#### **5 Two-tier system, decision-making bodies**

The Company uses a two-tier management and supervision system comprising a management body (the Management Board) and a supervisory body (the Supervisory Board). The Company has the following decision-making bodies:

- a) the Management Board;
- b) the Supervisory Board and
- c) the Shareholders' Meeting.

### **IV. Management Board**

#### **6 Composition and term of appointment of the Management Board**

6.1 The Management Board comprises at least two members. The Supervisory Board may specify a higher number of Management Board members.

- 6.2 The Supervisory Board appoints the members of the Management Board and determines the Chief Executive Officer. Appointments are made for a maximum term of five years. Members may be reappointed, each time for a maximum term of five years. Appointments can be terminated prematurely for cause.

## **7 Management and representation of the Company**

- 7.1 The Management Board bears responsibility for managing the Company's business in accordance with the law, these statutes and the rules of procedure for the Management Board.
- 7.2 The Company is represented either jointly by two members of the Management Board or by one member of the Management Board acting conjointly with a *Prokurist* (person with full commercial power of representation). If the appointment of one Management Board member is terminated prematurely for cause or if one Management Board member dies, leaving only one member of the Management Board, this remaining member is authorised to represent the Company on their own until another Management Board member is appointed.
- 7.3 The Supervisory Board can authorise one or more Management Board members to represent the Company on their own.
- 7.4 The Supervisory Board can exempt members of the Management Board from the restrictions under section 181 of the German Civil Code (BGB) within the limits specified by section 112 of the German Stock Corporation Act (AktG).

## **8 Rules of procedure, transactions requiring consent, adoption of resolutions**

- 8.1 Resolutions must be adopted where this is required by law, by these statutes or by the Management Board's rules of procedure.
- 8.2 If the Management Board comprises two members, it is quorate if all members are either in attendance or represented. If the Management Board comprises more than two members, it is quorate if at least half of its members are either in attendance or represented.
- 8.3 The Management Board takes decisions by a simple majority of the votes cast. The Chief Executive Officer has a casting vote in the event of a tied vote.
- 8.4 The following transactions require the consent of the Supervisory Board:
- a) confirmation of annual corporate planning,
  - b) fundamental changes to the corporate strategy or the organisation of the Company,

- c) the sale or transfer to third parties of shares or interests in subsidiaries that generate a proportion of more than 5 per cent of the Group's consolidated revenue or earnings.
- 8.5 The Supervisory Board can specify further transactions as requiring its consent, notably in the Management Board's rules of procedure. It can also grant general consent to a certain range of transactions or a certain type of transaction in advance on a revocable basis.
- 8.6 The Supervisory Board adopts the rules of procedure for the Management Board.

## **V. Supervisory Board**

### **9 Composition of the Supervisory Board, term of appointment, resignation**

- 9.1 The Supervisory Board has three members.
- 9.2 Subject to the provision under clause 9.3, the Shareholders' Meeting elects the members of the Supervisory Board for the period up to the end of the Shareholders' Meeting that votes on the formal approval of the acts of management for the fourth financial year after the term of appointment commences, excluding the year in which the term of appointment commenced. The Shareholders' Meeting may determine a shorter term of appointment for the entire Supervisory Board or for individual members of the Supervisory Board. At the latest, the term of appointment ends six years from the date of appointment. If a member of the Supervisory Board resigns before the end of their term of appointment, the successor is elected for the remainder of the term of appointment of the member who has resigned, unless the Shareholders' Meeting stipulates different arrangements.
- (2) The term of appointment of the first Supervisory Board ends at the end of the Shareholders' Meeting that votes on the formal approval of the acts of management for the first full or short financial year or, at the latest, two years from the date of appointment. The following persons are appointed as members of the first Supervisory Board:
- a) Dieter Pfeiffenberger, resident of Barsbüttel, Germany, management consultant;
  - b) Roland Adams, resident of Düsseldorf, Germany, management consultant, and
  - c) Martin Krebs, resident of Hofheim, Germany, management consultant.
- 9.4 Any member of the Supervisory Board may resign their appointment without cause with at least one month's notice by submitting their resignation in writing to the chairperson of the Supervisory Board and the Management Board. The notice period may be waived subject to approval by the chairperson of the Supervisory Board. If

there is cause, a member of the Supervisory Board may resign with immediate effect.

## **10 Chairperson of the Supervisory Board, deputy chairperson, rules of procedure**

- 10.1. The Supervisory Board elects a chairperson and a deputy chairperson from among its members for the duration of the term of appointment.
- 10.2 If both the chairperson and the deputy chairperson step down from their offices at the end of a Shareholders' Meeting, their successors are elected at a Supervisory Board meeting held immediately after the end of the Shareholders' Meeting. This meeting is chaired by the most senior member of the Supervisory Board by age. There is no need for a separate invitation to be issued for this Supervisory Board meeting. If either the chairperson or the deputy chairperson resign from office before the end of their term of appointment, the Supervisory Board must elect a successor for the remainder of the term of appointment of the resigning member without delay.
- 10.3 The Supervisory Board adopts rules of procedure for itself.

## **11 Supervisory Board meetings**

- 11.1 The Supervisory Board holds at least two meetings per calendar half-year.
- 11.2 The chairperson of the Supervisory Board calls these meetings, providing a minimum of 14 days' notice. The day on which the notice is sent and the day of the meeting are not included in the calculation of the notice period. In urgent cases, the chairperson of the Supervisory Board may shorten the notice period as appropriate. Where circumstances require it, the chairperson of the Supervisory Board may determine a format other than an in-person meeting (e.g. a conference call or video call) in the invitation to a meeting.
- 11.3 The chairperson of the Supervisory Board can, at their discretion, give notice of a Supervisory Board meeting in writing, by telephone or via digital channels. The notice must specify the place, date and time of the meeting and the items on the agenda. If the agenda or an individual agenda item was not included in the notice in line with formal requirements, a resolution concerning the item or items concerned may be adopted only if no Supervisory Board member objects. In such cases, members of the Supervisory Board who are not present must be given the opportunity, within a specified time limit, to cast their vote in text form or to object to the adoption of the resolution. The resolution only enters into effect if and when the absent Supervisory Board members have submitted their vote or not raised an objection within the specified time limit.

## **12 Adoption of resolutions by the Supervisory Board**

- 12.1 The Supervisory Board normally adopts resolutions at its meetings. These meetings are chaired by the chairperson of the Supervisory Board or, in their absence, by the deputy chairperson.
- 12.2 The chairperson of the Supervisory Board may order resolutions to be adopted outside meetings, either in writing, by telephone or via digital channels. The members of the Supervisory Board do not have the right to object to the specified form of adoption of a resolution. The chairperson of the Supervisory Board takes minutes to document any resolutions adopted outside meetings and distributes these minutes to all members of the Supervisory Board. In relation to resolutions adopted outside meetings, the provisions under clauses 12.3 to 12.7 of these statutes apply with the necessary modifications.
- 12.3 The Supervisory Board is quorate if all members of the Supervisory Board participate in the adoption of the resolution. Abstention from voting also qualifies as participation. Absent members of the Supervisory Board may participate in voting by casting their vote in writing or by digital means and having this vote submitted by another Supervisory Board member.
- 12.4 Resolutions of the Supervisory Board require a simple majority of the votes cast, unless stipulated otherwise by mandatory provisions of law. Abstentions do not count towards the number of votes cast. The chairperson of the Supervisory Board has a casting vote in the event of a tied vote. If the chairperson of the Supervisory Board abstains from voting, the deputy chairperson has the casting vote.
- 12.5 Minutes must be taken to document meetings and resolutions of the Supervisory Board. These minutes must be signed off by the person who chaired the meeting or, in the case of votes conducted outside meetings, by the person overseeing the voting process, and must be distributed to the members of the Supervisory Board.
- 12.6 The chairperson of the Supervisory Board is authorised to make the declarations of intent on behalf of the Supervisory Board that are required for the implementation of resolutions.

## **13 Changes to the statutes**

The Supervisory Board can make changes to the statutes. In addition, it can adapt the statutes to provisions of law that are mandatory for the Company, without the need for a resolution to be adopted by the Shareholders' Meeting to this effect.

## **14 Remuneration**

- 14.1 From 2022, members of the Supervisory Board receive annual remuneration of €60,000.00. The chairperson of the Supervisory Board receives double the amount of



remuneration, the vice-chairman one and a half times the amount. From 2022, committee chairs also receive one and a half times the amount of annual remuneration.

- 14.2 Members of the Supervisory Board who have served for less than a full financial year receive pro rata remuneration in proportion to the period for which they have served on the Supervisory Board.
- 14.3 The Company reimburses the members of the Supervisory Board for out-of-pocket expenses and any value added tax paid in respect of their remuneration and out-of-pocket expenses. Supervisory Board members are also reimbursed for the proportion of the premium paid by them for the directors' and officers' liability insurance policy that the Company takes out for the members of the Management Board and Supervisory Board.

## **VI. Shareholders' Meetings**

### **15 Venue and notice**

- 15.1 At the discretion of the Management Board, Shareholders' Meetings are held at the registered office or the administrative head office of the Company or in any other city in Germany with a population of more than 100,000 residents.
- 15.2 A Shareholders' Meeting can be convened by the Management Board or the Supervisory Board at any time.
- 15.3 Unless a shorter period is permitted by law, notice of a Shareholders' Meeting must be given at least thirty days before the day of the Shareholders' Meeting. The day of the Shareholders' Meeting and the day on which notice is given are not included. This notice period is extended by the days of the registration period (see clause 16.2).
- 15.4 The Annual Shareholders' Meeting is held in the first six months of each financial year.
- 15.5 The Supervisory Board can stipulate that a video or audio live stream of the Shareholders' Meeting be made available. The Management Board can take decisions in relation to the broadcasting method (especially the medium), the scope of the live stream and the potential audience.
- 15.6 Notices issued by the Company pursuant to section 125 (1) AktG to intermediaries who – as at the start of the 21<sup>st</sup> day before the date of the Shareholders' Meeting – are entered in the Company's share register for registered shares of which they are not the beneficial owner, are sent exclusively via electronic communication channels. The same applies to notifications issued by the Company pursuant to section 125 (2) AktG under the broader conditions stipulated in section 49 (3) no. 1 letter d) of the German Securities Trading Act (WpHG). The Management Board is authorised to issue paper-

based notices and to permit intermediaries to issue paper-based notices. If the Management Board has permitted paper-based notices, this will be specified in the notice convening the Shareholders' Meeting.

## **16 Participation, voting rights**

- 16.1 Shareholders who have signed up for participation in a timely manner and are listed on the Company's share register for the shares under which they signed up for participation are entitled to attend the Shareholders' Meeting and to exercise their voting rights. Between the last day of the registration period (clause 16.2) and the date of the Shareholders' Meeting, no changes can be made to entries in the share register (suspension of changes to the share register).
- 16.2 Registrations for participation must be received by the Company in text form (cf. section 126 b BGB) at the address specified for this purpose in the notice of the meeting no less than six days prior to the day of the Shareholders' Meeting. The day of the Shareholders' Meeting and the day on which notice is given are not included.
- 16.3 Voting rights can be exercised by an authorised proxy. If a shareholder authorises more than one person to represent them, the Company has the right to reject one or more of these representatives. Evidence of proxy authorisation can be provided to the Company using a digital communication channel to be determined by the Management Board. Details on how to grant and revoke authorisation to a proxy and how to evidence such an authorisation are provided together with the notice of the Shareholders' Meeting.
- 16.4 The Management Board can stipulate that shareholders may participate in the Shareholders' Meeting without being present at the venue and may exercise their voting right (but not their right to object and their right to challenge) by electronic means in accordance with the law and these statutes. The Management Board can determine the details regarding the method and format of such electronic communications. These details are specified in the notice of the Shareholders' Meeting.
- 16.5 The Management Board can stipulate that shareholders may cast their votes without attending the meeting, either in writing or by means of electronic communication (absentee voting). The Management Board is authorised to determine the details regarding the method and format of such electronic communications. These details are specified in the notice of the Shareholders' Meeting.

## **17 Chairing the Shareholders' Meeting**

- 17.1 A Shareholders' Meeting is chaired by the chairperson of the Supervisory Board or by another member of the Supervisory Board appointed by this chairperson. If neither the chairperson nor another member of the Supervisory Board appointed by the chairperson to chair the meeting is present, the most senior Supervisory Board

member by age who is in attendance chairs the meeting. This member of the Supervisory Board may nominate a person of their choice to chair the Shareholders' Meeting or oversee a vote by the Shareholders' Meeting to elect a different chairperson for the meeting.

- 17.2 The chairperson leads the proceedings and determines the order in which matters are discussed, together with the type and form of voting. The chairperson of the Shareholders' Meeting may determine, at the beginning of or during the meeting, a reasonable time schedule for the overall course of the Shareholders' Meeting, for the discussions on the individual items of the agenda, and for the time granted to shareholders to ask questions and to speak.

## **18 Adoption of resolutions**

- 18.1 Each no-par-value share entitles the holder to one vote at the Shareholders' Meeting.
- 18.2 Unless the law stipulates a larger majority, the decisions of the Shareholders' Meeting are approved by simple majority of all valid votes cast. Changes to the statutes require a majority of two-thirds of all valid votes cast, or, if at least half of the subscribed capital is represented, a simple majority of valid votes cast, unless the law specifically stipulates a different type of majority. If the law stipulates that resolutions by the Shareholders' Meeting require a majority of the share capital as well as a majority of votes cast, a simple majority of the subscribed capital represented at the vote is sufficient if the law permits.
- 18.3 If the required majority is not reached in the first round of voting, a second vote is held between the two candidates that received the most votes in the first round.

## **VII. Financial reporting and appropriation of profit**

### **19 Separate financial statements and consolidated financial statements**

- 19.1 The Management Board must present the separate financial statements (including the balance sheet, the income statement and the notes to the financial statements) and the management report as well as the consolidated financial statements and the group management report for the preceding financial year within the first three months of each financial year. The Management Board must submit the separate financial statements and the management report, the consolidated financial statements and the group management report, and the audit reports of the independent auditors to the Supervisory Board without delay upon receipt of the audit reports, along with a proposal on the appropriation of profit.

19.2 The Supervisory Board must review the documentation submitted in accordance with clause 19.1 and must provide a written report on the findings of its review to the Annual Shareholders' Meeting. The Supervisory Board must submit its report to the Management Board within one month of receipt of the aforementioned documentation. When the Supervisory Board approves the annual financial statements, they are deemed adopted.

## **20 Appropriation of profit**

20.1 Decisions about the appropriation of profit are taken by the Annual Shareholders' Meeting. In addition to or instead of a cash distribution, the Annual Shareholders' Meeting may resolve to make a distribution in kind.

20.2 In a decision on a capital increase, the appropriation of profit to new shares may be determined in departure from section 60 (2) sentence 3 AktG.

## **VIII. Concluding provisions**

### **21 Cost of formation, cost of conversion and payment of the subscribed capital**

21.1 The Company was established as a result of the change in legal form of HYPOPORT AG, formerly registered in the commercial register of the Lübeck local court under HRB 19026 HL. The cost of formation was borne by HYPOPORT AG up to a maximum of €3,000.00.

21.2 The Company's subscribed capital was paid in as part of the change of legal form of HYPOPORT AG.

21.3 The Company bears the cost of converting HYPOPORT AG into an SE up to a maximum of €300,000.