Articles of Association of Hypoport SE

I. General provisions

Section 1 – Company name, registered office and financial year

The name of the Company is Hypoport SE. Its registered office is in Lübeck, Germany. The financial year is the calendar year.

Section 2 – Corporate purpose

2.1 The corporate purpose of the Company is the development and marketing of technology platforms for the credit, real estate and insurance industries and the provision of advice on, and the intermediation of, loans, insurance policies and investment products which are not financial instruments within the meaning of Section 1 (11) of the German Banking Act (Kreditwesengesetz – KWG).

2.2 The Company is authorised worldwide to carry out all transactions and measures serving the corporate purpose. For this purpose, it may establish, acquire or participate in other enterprises in Germany and abroad and establish branch offices. The Company may transfer all or part of its operations to affiliated companies.

Section 3 – Publications

Publications of the Company shall be made in the German Federal Gazette (Bundesanzeiger). Information to shareholders may be transmitted by digital means (e.g. by email).

II. Share capital and shares

Section 4 – Amount and division of the share capital

4.1 The share capital of the Company amounts to EUR 6,872,164.00. It is divided into 6,872,164 no-par-value shares. An amount of EUR 6,493,376.00 of the share capital was contributed in the course of converting HYPOPORT AG into a European Company (Societas Europaea – SE).

4.2 The shares are registered shares.

4.3 The shares shall be certificated in individual or collective share certificates in accordance with the provisions of the Management Board. With the consent of the Supervisory Board, the Management Board shall determine the form and content of the share certificates and of dividend coupons and renewal coupons. Insofar as certificated form is not required under the rules applicable on a stock exchange on which the shares are to be admitted to trading, shareholders shall have no right to certificated form of their shares or any dividend coupons or renewal coupons. Certificated form is excluded in relation to all shares entered as electronic shares in an electronic securities register.

4.4 The Management Board is authorised, with the consent of the Supervisory Board, until 3 June 2029, once or on several occasions, to increase the share capital of the Company by a total amount of up to EUR 2,748,865.00 (in words: two million seven hundred and forty-eight thousand eight hundred and sixty-five euros) by issuing up to 2,748,865 new registered no-par-value shares against cash contributions and/or contributions in kind ("Authorised Capital 2024/I").

As a matter of principle, shareholders shall be granted a subscription right. Pursuant to Section 186 (5) of the German Stock Corporation Act (Aktiengesetz – AktG), the shares may also be underwritten by one or more credit institution(s) or by undertakings acting pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) KWG, with the obligation to offer them for subscription to the shareholders of the Company (indirect subscription right).

However, the Management Board is authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription right for one or more capital increases within the scope of Authorised Capital 2024/I,

(i) to exclude fractional amounts from the subscription right;
(ii) to issue shares against cash contributions, if the issue price of the new shares is not significantly below the stock exchange price of the Company's already listed shares within the meaning of Sections 203 (1) and (2), 186 (3) sentence 4 AktG and the proportionate amount of the share capital attributable to the new shares issued under exclusion of the subscription right pursuant to Section 186 (3) sentence 4 AktG does not exceed 10% of the Company's share capital in total, neither at the time the authorisation becomes effective nor – if lower – at the time Authorised Capital 2024/I is exercised;
(iii) to issue shares against contributions in kind, in particular – but not limited to – in the course of corporate combinations or for the purpose of the direct or indirect acquisition of enterprises, businesses, parts of enterprises, participations in enterprises or other assets, including receivables against the Company or its group companies;
(iv) insofar as this is necessary to grant holders or creditors of convertible bonds, option bonds, profit participation rights and/or profit bonds (or combinations of these instruments) (hereinafter jointly "debentures"), which are issued or will be issued by the Company or a direct or indirect investment company and are endowed with conversion or option rights or conversion or option obligations, a subscription right to new registered no-par-value shares of the Company to the extent to which they would be entitled after exercise of the option or conversion rights or after fulfilment of the conversion or option obligations, or, insofar as the Company exercises a right of election in respect of such debentures, to grant shares of the Company, in whole or in part, instead of payment of the cash amount due.

The total number of shares issued on the basis of the above authorisation under exclusion of the subscription right against cash contributions and/or contributions in kind must not exceed 10% of the share capital, neither at the time the authorisation becomes effective nor at the time it is exercised. The proportionate amount of the share capital shall be deducted from this 10% limit (a) if it relates to shares which, during the term of Authorised Capital 2024/I, were newly issued or sold again after repurchase by the Company under exclusion of the shareholders' subscription right in direct or corresponding application of Section 186 (3) sentence 4 AktG in the context of a capital measure; and (b) if it relates to conversion and/or option rights or obligations under debentures which were issued during the term of Authorised

Capital 2024/I under exclusion of the shareholders' subscription right in accordance with Sections 221 (4) sentence 2, 186 (3) sentence 4 AktG.

With the consent of the Supervisory Board, the Management Board is further authorised to determine the additional content of the rights attaching to the shares and the terms and conditions of the issue of shares. This also includes determining dividend entitlement for the new shares, which may, in deviation from Section 60 (2) AktG, be determined for a financial year that has already expired. The Supervisory Board is authorised, after utilisation of Authorised Capital 2024/I or upon expiry of the period for its utilisation, to amend the wording of the Articles of Association accordingly.

4.5 The share capital of the Company is conditionally increased by up to EUR 687,216.00 through the issue of up to 687,216 new registered no-par-value shares of the Company ("Conditional Capital 2025/I"). The conditional capital increase serves exclusively to grant shares upon exercise of conversion rights or in fulfilment of corresponding conversion obligations or upon exercise of a right of election of the Company to grant shares of the Company, in whole or in part, instead of payment of the cash amount due, to the holders or creditors of convertible bonds which, on the basis of the authorising resolution of the General Meeting of 3 June 2025, are issued by the Company until the expiry of 2 June 2030. The new shares shall be issued at the conversion price determined in each case in accordance with the authorising resolution of the General Meeting of 3 June 2025. The conditional capital increase shall only be implemented to the extent that

(i) the holders or creditors of conversion rights arising under convertible bonds exercise their conversion rights; or
(ii) are obliged to convert and fulfil such obligation; or
(iii) the Company exercises a right of election to deliver shares of the Company, in whole or in part, instead of paying the cash amount due, and provided that no cash settlement is granted and no shares from authorised capital, treasury shares or shares of another listed company are used for such settlement.

The new shares issued shall participate in profits as from the beginning of the financial year in which they are created. Insofar as legally permissible, where at the time of issue of the new shares no resolution has yet been adopted on the appropriation of retained earnings for the financial year immediately preceding the year of issue, the Management Board may, with the consent of the Supervisory Board, determine that the new shares shall participate in profits as from the beginning of the financial year immediately preceding the year of issue. The Management Board is further authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

III. Corporate organisation

Section 5 – Dualistic system, corporate bodies

The Company has a dualistic management and supervisory system consisting of a management body (Management Board) and a supervisory body (Supervisory Board). The corporate bodies of the Company are:
a) the Management Board;

b) the Supervisory Board; and
c) the General Meeting.

IV. Management Board

Section 6 – Composition and term of office of the Management Board

6.1 The Management Board shall consist of at least two persons. The Supervisory Board may determine a higher number of Management Board members.

6.2 The Supervisory Board appoints the members of the Management Board and determines the Chairperson of the Management Board. Appointment shall be for a period of not more than five years. Reappointments, each for a period of not more than five years, are permitted. An appointment may be revoked prematurely for good cause.

Section 7 – Management and representation of the Company

7.1 The Management Board shall conduct the business of the Company on its own responsibility in accordance with the law, these Articles of Association and the Rules of Procedure for the Management Board.

7.2 The Company shall be represented by two Management Board members acting jointly or by one Management Board member acting jointly with an authorised signatory (Prokurist). If the appointment of a Management Board member is revoked prematurely for good cause or if a Management Board member dies and only one Management Board member remains thereafter, that member shall be solely authorised to represent the Company until another Management Board member is appointed.

7.3 The Supervisory Board may grant one or more Management Board members sole power of representation.

7.4 The Supervisory Board may exempt Management Board members from the restrictions of Section 181 of the German Civil Code (Bürgerliches Gesetzbuch – BGB) within the limits of Section 112 AktG.

Section 8 – Rules of procedure, transactions subject to approval, adoption of resolutions

8.1 A resolution shall be required insofar as prescribed by law, these Articles of Association or the Rules of Procedure for the Management Board.

8.2 If the Management Board consists of two members, it shall constitute a quorum if all Management Board members are present or represented. If the Management Board consists of more than two members, it shall constitute a quorum if at least half of its members are present or represented.

8.3 The Management Board shall adopt its resolutions by simple majority of the votes cast. In the event of a tie, the Chairperson of the Management Board shall have the casting vote.

8.4 The following transactions may only be carried out with the consent of the Supervisory Board:
a) adoption of the annual corporate plan;
b) fundamental changes to the corporate strategy or corporate organisation;
c) the sale of interests in, or the granting of rights in, subsidiaries to third parties where the share of group revenue or group earnings exceeds 5%.

8.5 The Supervisory Board may make further transactions subject to its consent, in particular in the Rules of Procedure for the Management Board. It may also grant its consent in advance, revocably and generally, for a certain group or type of transactions.

8.6 The Supervisory Board shall adopt the Rules of Procedure for the Management Board.

V. Supervisory Board

Section 9 – Composition of the Supervisory Board, term of office, resignation

9.1 The Supervisory Board shall consist of three members.

9.2 Subject to the provision in item 9.3, the General Meeting elects the members of the Supervisory Board for a period ending upon the close of the General Meeting resolving on the discharge for the fourth financial year following the commencement of the term of office, not counting the financial year in which the term of office begins. The General Meeting may determine a shorter term of office for the entire Supervisory Board or for individual Supervisory Board members. The term of office shall end at the latest six years after appointment. Unless the General Meeting determines otherwise, a successor to a Supervisory Board member who leaves office before the expiry of the term of office shall be elected for the remainder of the term of office of the departing Supervisory Board member.

(2) The term of office of the first Supervisory Board shall end upon the close of the General Meeting resolving on the discharge for the first full or short financial year, but in any event no later than two years after its appointment. The following are appointed as members of the first Supervisory Board:
a) Mr Dieter Pfeiffenberger, residing in Barsbüttel, Germany, management consultant;
b) Mr Roland Adams, residing in Düsseldorf, Germany, management consultant; and
c) Mr Martin Krebs, residing in Hofheim, Germany, management consultant.

9.4 Each Supervisory Board member may resign from office without good cause by giving at least one month’s written notice addressed to the Chairperson of the Supervisory Board and the Management Board. With the consent of the Chairperson of the Supervisory Board, compliance with this notice period may be waived. For good cause, resignation may take effect immediately.

Section 10 – Chairperson of the Supervisory Board, deputy chairperson, rules of procedure

10.1 The Supervisory Board shall elect from among its members a Chairperson and a deputy Chairperson for the duration of their term of office.

10.2 If the Chairperson of the Supervisory Board and the deputy Chairperson leave office upon the close of a General Meeting, the election shall take place at a meeting to be held immediately after that General Meeting. At that Supervisory Board meeting, the oldest Supervisory Board member by age shall take the chair. No separate invitation to that Supervisory Board meeting shall be required. If the Chairperson of the Supervisory Board or the deputy Chairperson leaves office prematurely, the Supervisory Board shall, without undue delay, elect a successor for the remainder of the term of office of the departing member.

10.3 The Supervisory Board shall adopt its own Rules of Procedure.

Section 11 – Convening of the Supervisory Board

11.1 The Supervisory Board shall hold at least two meetings in each calendar half-year.

11.2 Meetings shall be convened by the Chairperson of the Supervisory Board giving at least 14 days' notice. When calculating this period, the day of despatch of the invitation and the day of the meeting shall not be included. In urgent cases, the Chairperson of the Supervisory Board may reasonably shorten the notice period. In justified cases, the Chairperson of the Supervisory Board may determine in the invitation that the meeting shall be held in a form other than a physical meeting (e.g. as a telephone or video conference).

11.3 The meeting shall be convened, at the Chairperson's discretion, in writing, by telephone or by digital means. The invitation shall specify the place and time of the meeting and the agenda. If the agenda or an agenda item has not been duly announced, resolutions may only be adopted thereon if no Supervisory Board member objects. In such case, absent Supervisory Board members shall be given the opportunity, within a specified period, to cast their vote or to object to the adoption of the resolution in text form. The resolution shall only become effective once the absent Supervisory Board members have cast their vote within the period or have not objected.

Section 12 – Resolutions of the Supervisory Board

12.1 As a rule, the Supervisory Board shall adopt its resolutions at meetings. Meetings shall be chaired by the Chairperson of the Supervisory Board or, if the Chairperson is unable to attend, by the deputy Chairperson.

12.2 By order of the Chairperson of the Supervisory Board, resolutions may also be adopted outside meetings in writing, by telephone or by digital means. The members of the Supervisory Board shall have no right to object to the form of resolution adoption so ordered. Resolutions adopted outside meetings shall be recorded by the Chairperson of the Supervisory

Board in minutes, and the minutes shall be circulated to all Supervisory Board members. The provisions of items 12.3 to 12.7 shall apply mutatis mutandis to the adoption of resolutions outside meetings.

12.3 The Supervisory Board shall constitute a quorum if all Supervisory Board members participate in the adoption of the resolution. Abstention shall also qualify as participation. Absent Supervisory Board members may participate in the vote by having another Supervisory Board member submit their written vote or vote transmitted by digital means.

12.4 Unless the law mandatorily provides otherwise, the Supervisory Board shall adopt its resolutions by simple majority of the votes cast. Abstentions shall not be regarded as votes cast. In the event of a tie, the Chairperson of the Supervisory Board shall have the casting vote. If the Chairperson does not cast a vote, the deputy Chairperson shall have the casting vote.

12.5 Minutes shall be taken of the meetings and resolutions of the Supervisory Board. The minutes shall be signed by the chair of the meeting or, in the case of resolutions adopted outside meetings, by the person chairing the vote, and circulated to the Supervisory Board members.

12.6 The Chairperson of the Supervisory Board is authorised, on behalf of the Supervisory Board, to make the declarations of intent required for the implementation of the resolutions.

Section 13 – Amendments to the Articles of Association

The Supervisory Board may amend the wording of the Articles of Association. It may also adapt the Articles of Association to new statutory provisions which become binding for the Company without requiring a resolution of the General Meeting.

Section 14 – Remuneration

14.1 From the financial year 2022, the members of the Supervisory Board shall receive an annual remuneration of EUR 60,000.00. The Chairperson of the Supervisory Board shall receive twice this amount; the deputy Chairperson shall receive 1.5 times this amount. From the financial year 2022, chairpersons of committees shall receive 1.5 times the annual remuneration.

14.2 Supervisory Board members who have not served on the Supervisory Board for a full financial year shall receive the remuneration pro rata temporis in accordance with the duration of their membership of the Supervisory Board.

14.3 The Company shall reimburse the Supervisory Board members for their expenses and any value-added tax payable on their remuneration and expenses. In addition, the Supervisory Board members shall receive the portion mathematically attributable to them of the insurance premium for a financial loss liability insurance policy (Vermögensschadenhaftpflichtversicherung) taken out by the Company for the benefit of the members of the Management Board and the Supervisory Board.

VI. General Meeting

Section 15 – Venue and convening

15.1 General Meetings shall be held, at the discretion of the Management Board, at the Company's registered office, at its administrative seat or in another German city with more than 100,000 inhabitants.

15.2 A General Meeting may be convened at any time by the Management Board or the Supervisory Board.

15.3 A General Meeting shall be convened at least thirty days before the date of the meeting, unless a shorter period is permitted by law. The day of the General Meeting and the day of the convening notice shall not be included in the calculation of the period. The notice period shall be extended by the days of the registration period (item 16.2).

15.4 The Annual General Meeting shall be held within the first six months of each financial year.

15.5 The Management Board may provide for the General Meeting to be transmitted in image and sound in whole or in part. The Management Board may determine provisions regarding the procedure, in particular the medium, the scope of transmission and the potential audience.

15.6 Notices by the Company under Section 125 (1) AktG, transmitted via intermediaries who, at the beginning of the 21st day before the date of the General Meeting, are entered in the Company's share register for registered shares which do not belong to them, shall be transmitted exclusively by electronic means. The same shall apply, subject to the further requirements of Section 49 (3) no. 1 (d) of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG), to notices by the Company under Section 125 (2) AktG. The Management Board is authorised to transmit notices in paper form and to authorise intermediaries to transmit notices in paper form. If the Management Board permits transmission in paper form, this shall be announced in the notice convening the General Meeting.

15.7 The Management Board is authorised, until 30 June 2027, to provide that General Meetings shall be held without the physical presence of shareholders and their proxies at the venue of the General Meeting (virtual General Meeting). All provisions of these Articles of Association governing General Meetings shall apply to virtual General Meetings, including Section 17 (17.2), unless the law mandatorily provides otherwise or these Articles of Association expressly provide otherwise.

Section 16 – Attendance and voting rights

16.1 Those shareholders who have duly registered and are entered in the Company's share register for the registered shares for which registration has been made shall be entitled to attend the General Meeting and to exercise their voting rights. Transfers in the share register shall not take place between the last registration day (item 16.2) and the day of the General Meeting (transfer stop).

16.2 Registration must be received by the Company at least six days before the date of the General Meeting at the address specified for this purpose in the convening notice, in text form (Section 126b BGB) and in German or English. The day of the General Meeting and the day of receipt shall not be included in the calculation of the period.

16.3 Voting rights may be exercised by proxies. If a shareholder grants powers of attorney to more than one person, the Company may reject one or more of these persons. Evidence of the power of attorney may be transmitted to the Company by digital means specified in more detail by the Management Board. Details of the granting and revocation of such powers of attorney and of the evidence of the authorisation shall be announced in the notice convening the General Meeting.

16.4 The Management Board may provide that shareholders may attend the General Meeting without being present at the venue of the General Meeting and may exercise their voting rights, though not the right to lodge objections and challenge resolutions, by electronic communication in accordance with the law and these Articles of Association. The Management Board may determine provisions concerning the procedure and form of electronic communication. Details shall be announced in the notice convening the General Meeting.

16.5 The Management Board may provide that shareholders may cast their votes, without attending the General Meeting, in writing or by electronic communication (postal vote). The Management Board is authorised to determine provisions concerning the procedure and form of electronic communication. Details shall be announced in the notice convening the General Meeting.

16.6 Members of the Supervisory Board shall be permitted to attend the General Meeting by image and sound transmission by way of exception in those cases in which, due to statutory or health-related restrictions, their place of work or residence abroad or their necessary presence at another location in Germany, personal attendance is not possible or is only possible with considerable effort, or where the General Meeting is held as a virtual General Meeting without physical presence of shareholders or their proxies at the venue of the General Meeting. This shall not apply to the chair of the meeting if the chair is a member of the Supervisory Board.

Section 17 – Chair of the General Meeting

17.1 The Chairperson of the Supervisory Board or another Supervisory Board member appointed by the Chairperson shall chair the General Meeting. If neither the Chairperson nor a Supervisory Board member appointed by the Chairperson is present, the oldest Supervisory Board member by age present shall take the chair. That Supervisory Board member may appoint a person of his or her choice as chair of the meeting or have another chair elected by the General Meeting under his or her chairmanship.

17.2 The chair of the meeting shall preside over the meeting and determine the order of discussions and the type and form of voting. The chair may, at the beginning or during the General Meeting, set a reasonable time frame for the entire course of the General Meeting, for the debate on individual agenda items and for shareholders' rights to ask questions and speak.

Section 18 – Resolutions

18.1 Each no-par-value share shall confer one vote in the General Meeting.

18.2 Resolutions of the General Meeting shall be adopted, unless the law mandatorily requires a larger majority, by simple majority of the valid votes cast. Amendments to these Articles of Association shall require, unless mandatory statutory provisions provide otherwise, a majority of two-thirds of the valid votes cast or, if at least half of the share capital is represented, a simple majority of the valid votes cast. Where the law requires, in addition to a majority of votes, a majority of share capital represented for resolutions of the General Meeting, the simple majority of the share capital represented at the time of resolution shall suffice, to the extent permitted by law.

18.3 If the necessary majority is not achieved in the first ballot for elections, a second ballot shall be held between the candidates who received the two highest numbers of votes in the first ballot.

VII. Accounting and appropriation of profits

Section 19 – Annual financial statements and consolidated financial statements

19.1 Within the first three months of each financial year, the Management Board shall prepare the annual financial statements (balance sheet, income statement and notes) and the management report, as well as the consolidated financial statements and consolidated management report for the preceding financial year, and submit them to the auditor. The Management Board shall, without undue delay after receipt of the audit reports, submit the annual financial statements and management report and the consolidated financial statements and consolidated management report, together with the audit reports and a proposal on the appropriation of retained earnings, to the Supervisory Board.

19.2 The Supervisory Board shall examine the documents submitted to it pursuant to item 19.1 and report in writing to the General Meeting on the outcome of its examination. It shall submit its report to the Management Board within one month after receipt of the documents. If the Supervisory Board approves the annual financial statements, they shall be deemed adopted.

Section 20 – Appropriation of profits

20.1 The General Meeting shall resolve on the appropriation of retained earnings. It may resolve to distribute non-cash assets instead of, or in addition to, a cash dividend.

20.2 In a resolution on a capital increase, the distribution of profits to new shares may be determined in deviation from Section 60 (2) sentence 3 AktG.

VIII. Final provisions

Section 21 – Formation expenses, conversion costs and contribution of share capital

21.1 The Company was formed by a change of legal form from HYPOPORT AG, previously registered in the commercial register of the Local Court (Amtsgericht) Lübeck under number HRB 19026 HL. HYPOPORT AG bore its formation expenses up to an amount of EUR 3,000.00.

21.2 The share capital of the Company was contributed by way of the change of legal form of HYPOPORT AG.

21.3 The Company shall bear the costs associated with the conversion of HYPOPORT AG into an SE up to a total amount of EUR 300,000.

Section 22 – Jurisdiction

By subscribing for or acquiring shares or interim certificates of the Company or financial instruments relating to shares of the Company, the shareholders and the persons entitled and/or obliged under such financial instruments submit, for all disputes with the Company or members of the Company's corporate bodies, to the ordinary jurisdiction at the Company's registered office, to the extent not precluded by mandatory statutory provisions. This shall also apply to disputes in which compensation is claimed for damage caused by inaccurate, misleading or omitted public capital market information. Courts outside Germany shall not have jurisdiction over such disputes.

Notarial certificate

Certificate pursuant to Article 9 (1) (c) (ii) of the SE Regulation in conjunction with Section 181 (1) sentence 2 AktG

It is hereby certified that the amended provisions of these Articles of Association are consistent with the resolutions adopted on 2 June 2026, notarial file no. 953/2026 MS, on the amendment of the Articles of Association, and that the unchanged provisions are consistent with the last complete version of the Articles of Association filed with the commercial register.

Berlin, 3 June 2026
sig. Dr Matthias Santelmann
Dr Matthias Santelmann
Notary

This document has been provided with an electronic signature of the notary and a confirmation of his capacity as notary instead of a handwritten signature and notarial seal (Section 39a (1) sentence 2, (2) sentence 1 of the German Notarial Recording Act – BeurkG).