

UVZ no. R 152 for 2024

The undersigned notary Dr
Wolfgang Reetz, with
his office in Cologne

At the request of the Executive Board of

a.i.s.AG

with its registered office in Cologne today, 23 January 2024
to the rooms designated for this purpose at the Wasserturm Hotel Cologne,
Kaygasse 2, 50676 Cologne, in order to receive the minutes of the

Extraordinary General Meeting of the
a.i.s. AG,
with its registered office in
Cologne (Cologne Local Court HRB
54625)

to be included.

The notary arrived in the meeting room:

1. by the company's Supervisory Board, which, according to the list of Supervisory Board members submitted to the commercial register on 9 July 2012, includes
 - a) Dr Klaus Willmann, engineer, born on 12 November 1943,
-Chairman-,
 - b) Mr Markus Neth, business economist, born on 12 September 1964,
 - c) Dr.-Ing. Jürgen Tiedtke, engineer, born on 29 July 1957,

-those named under a) to c)-, identified to the notary by presentation of official photo identification,
2. the sole director of the company,
Dr Johan Charles Bendien, born on 14 December 1954, identified to the notary by presentation of his passport of the Kingdom of the Netherlands,
3. the shareholders and shareholder representatives listed in the first list of participants,
4. Mr Michael Schwartzkopff, lawyer, who supports the company in organising the Annual General Meeting.
5. Baron Dr Louis Marie Jean Didier Petiet, born on 6 July 1957, identified to the notary by presentation of his Swiss passport, which, according to information about his company, L'INDUSTRIEL- LE FRANCO-ALLEMANDE (IFA/UCPMI) SAS with its registered office in Paris (Paris Commercial Register - Tribunal des Commercede de Paris - Immatriculation from RCS, numéro 894 856 285 R.C.S. Paris) within the framework of a

a.i.s. AG under the insolvency plan. In addition, L'INDUSTRIELLE FRANCO-ALLEMANDE (IFA/UCPMI) SAS

become a general partner of the company as part of the conversion of the company into a partnership limited by shares that is to be resolved today. A copy of the extract from the register of the aforementioned company (Paris Commercial Register - Tribunal des Commercede de Paris - Immatriculation from RCS, numéro 894 856 285 R.C.S. Paris) is attached to these minutes as *Annex 1*.

The Chairman of the Supervisory Board, Dr Klaus Willmann, opened the Extraordinary General Meeting at 10:32 a.m. as Chairman of the meeting (Section 14 of the Articles of Association) and welcomed all those present, in particular the lawyer Michael Schwartzkopff and Baron Dr Petiet.

He noted that the sole member of the company's Management Board, namely Dr Bendien, and all current members of the Supervisory Board, namely Dr Willmann, Mr Neth and Dr Tiedtke, were present.

He then noted that the convening of today's Extraordinary General Meeting with the agenda and the management's proposed resolutions had been published in the Federal Gazette on 15 December 2023 and that a Europe-wide announcement had been made. This Extraordinary General Meeting had therefore been convened in due form and time. A printout from the Federal Gazette, which is included as *Annex 2* to these minutes, was handed over to the notary; further copies were available for inspection by the meeting participants at the registration table for the entire duration of the Annual General Meeting.

Furthermore, the recipients named in Section 125 (1) of the German Stock Corporation Act (AktG) were notified of the convening of the Annual General Meeting in due time.

the. No request was made to add items to the agenda in accordance with Section 122 (2) AktG.

The company did not receive any countermotions or election proposals from shareholders (Section 126 AktG) within the statutory period.

The printout from the Federal Gazette of 15 December 2023 included as *Annex 2* to these minutes contains, among other things, the agenda and the proposed resolutions, namely under I. No. 1. on the continuation of the company after termination of the insolvency proceedings and under I. No. 2. on the change of form of the company to the legal form of a KGaA with the accession of L'INDUSTRIELLE FRANCO-ALLEMANDE (IFA/UCPMI) Société par actions simplifiée (SAS) as general partner, the adoption of the Articles of Association of the KGaA and the creation of new authorised capital with the authorisation to exclude subscription rights. Annex 1 to agenda item 2 also contains the proposed Articles of Association of the KGaA. For details, please refer to the printout from the Federal Gazette attached as *Annex 2*.

The chairman of the meeting then established that, according to the first list of attendees at the opening of the Annual General Meeting, three shareholders with voting rights or shareholders represented by proxy were present, holding a total of 487,653 shares with voting rights. The list of participants was available to shareholders and shareholder representatives at the registration table for the entire duration of the Extraordinary General Meeting until the end of the Annual General Meeting.

The Chairman of the Annual General Meeting defined only the meeting room as the attendance area for today's Annual General Meeting. The rooms in front of the hotel, including the sanitary facilities, are not part of the attendance area. Only shareholders who are present in the designated meeting room will take part in the Annual General Meeting.

The chair of the meeting announced that the list of participants would be updated on an ongoing basis. Changes in attendance would be documented as supplements and also displayed at the registration table.

The chairman of the meeting asked shareholders and shareholder representatives who leave the Annual General Meeting early to sign out at the access control desk; without signing out, they would still be considered present. He also pointed out that if shareholders wish to leave the Annual General Meeting early, they have the option of authorising other persons, in particular the company's proxies, to represent them. If you wish to authorise the company's proxy, you must also give them instructions on how to vote.

The Chairman of the meeting pointed out that no audio or video recordings would be made of this Annual General Meeting. No stenographic minutes would be taken either. He asked those present to turn down their mobile phones in the meeting room.

He also pointed out that, in the interests of efficient handling of the Annual General Meeting, he would put all agenda items up for discussion in a general debate. No countermotions were made in this regard.

He asked all speakers to use only the lectern for their contribution and pointed out that any questions would be collected and answered en bloc.

If anyone wished to raise a point of order, he asked them to announce this and the subject of the motion on the request to speak form when they requested the floor. He also pointed out that

pointed out that points of order do not take precedence over other requests to speak.

The chair of the meeting also announced that the votes on the agenda would be taken following the general debate. There were no requests to speak or motions in response to the Chairman's enquiry.

In accordance with Section 14 (2) of the Articles of Association, the chairman of the meeting must determine the form and details of the votes.

The chair of the meeting then determined the voting procedure as follows:

The result of the votes is determined using the addition method. This means that the YES votes and the NO votes are counted. Abstentions are not recorded separately.

The chairman of the meeting continued as follows:

Mr Michael Schwartzkopff will ask those present to indicate how they are voting on each vote on his behalf. To this end, Mr Schwartzkopff will call each person present individually in accordance with the entry in the list of participants. The person called up should then indicate a YES or NO by shouting; those who wish to abstain should please indicate this.

Voting behaviour is recorded in an Excel spreadsheet using IT. According to the entry in the list of participants, the respective number of shares is also assigned there so that the *total of* YES and NO votes can be determined.

The chairman of the meeting reserved the right to switch to a different voting procedure if necessary; he also pointed out that

in accordance with Section 15 (1) of the company's Articles of Association, each no-par value share would be entitled to one vote at the Annual General Meeting.

In response to questions from the Chairman of the meeting, there were no requests to speak or make changes to the voting details.

The Chairman then moved on to the completion of the agenda at 10:42 a.m.

TOP 1: The chairman of the meeting called up agenda item 1, which reads as follows:

Issuing a continuation order after cancellation of the insolvency proceedings

TOP 2:

The chairman of the meeting called up agenda item 2, which reads as follows:

Resolution on the transformation of the company into the legal form of a partnership limited by shares with the accession of L'INDUSTRIELLE FRANCO- ALLEMANDE (IFA/UCPMI) Société par actions simplifiée (SAS) as general partner and on the adoption of the Articles of Association, including the creation of new authorised capital with the authorisation to exclude subscription rights.

The chairman of the meeting pointed out that the following documents have been available on the company's website since the Annual General Meeting was convened for agenda item 2:

- the draft resolution on the change of legal form,

- the report of the Management Board on the change of legal form to a partnership limited by shares, the so-called "change of legal form report",
- the articles of association of the new legal entity, the future AIS Energy Environment SAS & KGaA, and
- the report of the Management Board on the reasons for authorising the general partner of the future AIS Energy Environment SAS & KGaA to exclude subscription rights when utilising the authorised capital provided for in the Articles of Association of AIS Energy Environment SAS & KGaA.

The above documents are also available for inspection at the registration table.

The Chairman announced that the wording of the resolutions proposed by the Executive Board and Supervisory Board on agenda items 1 and 2 had been published in the Federal Gazette when the meeting was convened. A printout of the convening notice in the Federal Gazette was available at the registration table.

The Chairman then pointed out the following with regard to agenda item 2:

The Executive Board and Supervisory Board had decided to submit item 2 for resolution in a modified standardised resolution proposal.

The background to this is that another French company, the

- BRG OPERA FINANCE SAS with registered office in Paris, France, 31 avenue de l'Opéra, 75001 Paris, France,

which was founded on 12 January 2024 but has not yet been entered in the permanent register, has agreed to assume the position of general partner of the future AIS Energy Environment SAS & KGaA alongside L'INDUSTRIELLE FRANCO-ALLEMANDE (IFA/UCPMI) SAS.

The amendments to the resolution proposed by the Executive Board and Supervisory Board on agenda item 2 take this into account.

In particular, amendments to the Articles of Association of AIS Energy Environment SAS & KGaA are also planned, which form part of the conversion resolution and which constitute Annex 1 to the invitation to the Extraordinary General Meeting.

The chairman of the meeting emphasised that, in addition to a number of editorial changes, Article 7 of the Articles of Association of AIS Energy Environment SAS & KGaA in particular stipulates that BRG OPERA FINANCE SAS will also be a general partner.

The amended standardised resolution proposal of the Executive Board and Supervisory Board is also available at the request to speak table. The document is labelled with the following heading:

"Amended resolution proposal by the Executive
Board and Supervisory Board of
a.i.s. AG, Cologne,
to agenda item 2

of the Extraordinary General Meeting on Tuesday, 23 January 2024, at 10:30 a.m., at the Wasserturm Hotel Cologne, Kaygasse 2, 50676 Cologne."

The Chairman of the meeting informed that additions to the proposed resolution of the Executive Board and Supervisory Board on agenda item 2 published in the Federal Gazette on 15 December 2023 were underlined in the document. Deletions to the proposed resolution of the Executive Board and Supervisory Board on agenda item 2 published in the Federal Gazette on 15 December 2023 are marked by deletion.

A copy of this amendment-marked document was submitted to the notary and is included as ***Annex 3*** to these minutes.

The Chairman of the meeting also announced that a so-called "read version" of the amended resolution proposal by the Management Board and Supervisory Board was available at the request to speak table, in which all amendments were consolidated and no longer labelled. This document is labelled accordingly as a "read version". A copy of the reading version was also submitted to the notary and included as *Annex 4* to these minutes.

The chairman of the meeting then announced that he would read the entire content of the amended resolution proposal of the Management Board and Supervisory Board on agenda item 2, as set out in the annex to the chairman's guidelines for reading (*Annex 5*), and then have the draft of the amended resolution on the change of form explained by the sole member of the Management Board. The annex to the guidelines of the chairman of the meeting (*Annex 5*) is identical in wording to the reading version that was available at the request to speak table and was handed over to the notary as *Annex 4*.

In this regard, the representatives of all shareholders present, as shown in the first list of participants, which was unchanged at the time of the declaration, namely Mr Michael Schwartzkopff, lawyer, for the two shareholders he represented and Dr Bendien for the shareholder he represented, declared that they waived their right to read out the amended draft resolution of the Executive Board and Supervisory Board on agenda item 2 in full. They were fully aware of the wording of the amended resolution proposal. Mr Michael Schwartzkopff, lawyer, presented a version of the amended draft resolution, initialled by him on each page and signed by him and Dr Bendien on the last page, which confirmed that the shareholders and shareholder representatives present were aware of it and asked that this initialled and signed copy be included as *Annex 6* to the minutes of the Annual General Meeting. The initialled and signed copy was then submitted to the notary; it is identical in wording to the versions in *Annexes 4 and 5*.

All shareholders present, as can be seen from the unchanged list of attendees, then declared, as stated, that they would waive their right to an oral report and explanation of the amended draft resolution on agenda item 2 by the Executive Board.

The Chairman of the meeting then announced that he had received the unchanged list of participants and announced that attendance was unchanged. He pointed out that the list of participants would continue to be available for inspection by shareholders and shareholder representatives at the registration table and that any supplements would also be displayed there.

As announced, the chair of the meeting then gave those present the opportunity to speak on all items on the agenda as part of the general debate.

Despite the question from the chair of the meeting, none of those present took the floor during the general debate and/or asked questions about agenda items 1 and 2 (amended) in the current version of the draft resolutions.

The Chairman of the meeting once again requested that requests to speak be made at the request to speak table using the forms provided there or, if necessary, directly.

Once again, there were no requests to speak

The Chairman of the meeting therefore noted for the record that no shareholder or shareholder representative asked to speak in response to his explicit enquiry as to whether there were any requests to speak or whether any questions remained unanswered, and that no shareholder or shareholder representative complained that questions had not been answered.

As there were no more questions or requests to speak, which the chair of the meeting noted for the record, he ended the general debate.

The Chairman of the meeting pointed out that voting would now take place on agenda items 1 and 2 (amended).

The Chairman of the meeting then explained the procedure for the votes that were about to follow:

The result of the votes is determined using the **addition method**. This means that the YES votes and the NO votes are counted. Abstentions are not recorded separately.

The Chairman of the meeting also pointed out that the authorisation of a proxy is only possible until the time at which voting on the agenda begins.

Before the start of the vote, the Chairman of the meeting pointed out that the list of participants was available for inspection unchanged, in particular without supplements, at the **request to speak table**.

Voting then began on the proposed resolutions on agenda items 1 and 2 (amended).

The Chairman of the meeting announced that he would put the resolutions proposed by the Executive Board and Supervisory Board on agenda item 1 to the vote as they had been published in the Federal Gazette on 15 December 2023.

With regard to agenda item 2, the amended uniform resolution proposal of the Executive Board and Supervisory Board, as shown in *Annex 5* to the notary's minutes, was put to the vote.

He also pointed out that the authorisation and transfer of instructions to the company's proxies was no longer possible with immediate effect.

The Chairman of the meeting then explained the voting procedure again as follows:

The votes are carried out using the so-called **addition method**, i.e. the YES votes and the NO votes are counted.

The shareholders or represented shareholders then stated that they were fully aware of the voting procedure and that no further explanations were required.

Following this, the Chairman of the meeting pointed out that a simple majority of votes was required for the resolutions on agenda items 1 and 2 (amended). A three-quarter majority of the share capital represented was also required for agenda item 2 (amended).

The Chairman of the meeting then called the items on the agenda and the respective proposed resolutions to a vote one after the other:

Agenda item 1:

Issuing a continuation order after cancellation of the insolvency proceedings

The Chairman of the meeting then put the following proposed resolution of the Executive Board to the vote:

The Executive Board and Supervisory Board propose the following resolution:

"The company will continue as an advertising company. "

The chairman of the meeting then asked the shareholders or shareholder representatives to tell Mr Schwartzkopff, after he had called on them, whether they were voting YES, NO or abstaining for each entry in the list of participants.

After the vote was taken at 10:52 a.m., the Chairman of the meeting thanked everyone and ended the vote on agenda item 1, stating that the result would be announced shortly.

The Chairman of the meeting then announced the result of the vote as follows:

There were
487,653 valid votes were cast, namely 487,653 YES
votes and
no NO votes.

The YES votes therefore account for 100 % of the valid votes cast.

The chairman of the meeting stated and announced,
that the Annual General Meeting has passed the following resolution with
the required simple majority of votes cast:

"The company is set up as an advertising company. "

The Chairman of the meeting then moved on to agenda item 2 (amended).

Agenda item 2 (amended):

Resolution on the change of legal form of the company to a partnership limited by shares with the accession of L'INDUSTRIELLE FRANCO-ALLEMANDE (IFA/UCPMI) Société par actions simplifiée (SAS) and BRG OPERA FINANCE SAS as general partners and on the adoption of the Articles of Association, including the creation of new authorised capital with the authorisation to exclude subscription rights

The Chairman of the meeting then put the following proposed resolution of the Executive Board to the vote:

Under agenda item 2 (amended), the Management Board and Supervisory Board propose the change of legal form to a partnership limited by shares. The chairman of the meeting once again announced that the amended uniform resolution proposal of the Management Board and Supervisory Board (amended to agenda item 2) would be voted on as it was known to the shareholders and shareholder representatives present and as the notary had recorded it in the minutes as Annex 5. The shareholders and shareholder representatives once again waived their right to have the proposed resolution read out again in accordance with the wording of *Annex 5*. The chairman of the meeting then asked the shareholders or shareholder representatives to indicate to Mr Schwartzkopff, after he had called on them, whether they were voting YES, NO or abstaining for each entry in the list of participants.

After the vote had taken place, the Chairman of the meeting thanked the shareholders and ended the vote on agenda item 2 (amended) at 10:56 a.m. (notary's statement), stating that the result would be announced immediately.

Then, also at 10:56 a.m., the Chairman of the meeting announced the result of the vote as follows:

There were

487,653 valid **votes** were cast, namely 487,653 YES

votes and

no NO **votes**.

The YES **votes** thus account for 150 % of the valid votes cast.

Voices.

The chairman of the meeting stated and announced,

that the Annual General Meeting approves the amended resolution proposal of the Executive Board and Supervisory Board on agenda item 2, i.e. the change of legal form to a partnership limited by shares, etc.,
- as it was taken by the notary public as *Annex 5* to the minutes was, -
with the required simple majority of the votes cast and a 2/3 majority of the share capital represented.

Immediately after the end of the vote and the determination and announcement of the voting result for agenda item 2 (amended), another shareholder entered the meeting room for the first time at 10:57 a.m.. As a result, the list of participants, which had remained unchanged until then and on which the vote was based, was changed at a specific time.

According to the amended list of attendees, four shareholders with voting rights or shareholders represented by proxy were now present, holding a total of 537,653 voting shares.

The chairman of the meeting informed the shareholder who had joined the meeting that resolutions had already been passed on agenda items 1 and 2 and that the voting results had been announced. The chairman of the meeting explained the content of the resolutions passed and the voting results to the shareholder who had joined the meeting. The shareholder who had joined the meeting did not ask any further questions. However, the shareholder asked the chairman of the meeting about the situation at "Clearstream", which the sole member of the company's Management Board, Dr Dr.

Bendien, answered his questions. No further questions were asked by the shareholders and shareholder representatives.

After the votes had been taken and the results announced, the chairman of the meeting then announced that he had adopted and announced the resolutions passed. This brought the extraordinary general meeting to a close. He expressed his thanks for the interest shown by the attendance and the questions asked.

The chairman of the meeting then thanked all those who had contributed to the success of the Annual General Meeting and, on behalf of the Executive Board and Supervisory Board, wished all those present a pleasant journey home.

No objections to the resolutions of the Annual General Meeting etc. have been raised, nor have they been recorded by me, the notary public recording them.

Then sc hloss the chairman of the meeting opens the extraordinary
collect ung um general
10:59 am.

Dr Wolfgang Reetz
Notar

