

Articles of Association

of

Groundbreaker gGmbH

**Bylaws
of
Groundbreaker gGmbH
with Headquarters in Cologne**

**§ 1
Company and Headquarters**

The name of the company is as follows

Groundbreaker gGmbH.

The company headquarters are in Cologne.

**§ 2
Purpose of the Company**

- (1) The purpose of the company is
- a) the promotion of education and international cooperation in the education and educational sector
 - b) the promotion of development cooperation
 - c) the promotion of nature conservation and landscape preservation
 - d) humanitarian aid in natural disasters and crises
 - e) the procurement of funds as defined by Sec. 58 (1) of the German Tax Code to realize the tax-privileged purposes within the meaning of the previous sentence for another tax-privileged corporation or to realize tax-privileged purposes within the meaning of the previous sentence through a public legal entity.

- (2) The purpose of the company is realized by
- a) the establishment and promotion of educational institutions
 - b) Supporting and expanding technology learning opportunities in educational institutions.
 - c) support and promotion of training for vulnerable groups
 - d) Reforestation and the conservation of forests
 - e) the establishment and promotion of nurseries
 - f) Purchase, management and utilization of land for the purpose of nature protection and landscape conservation
 - g) supporting groups in need of protection by providing advisory and educational services in the field of nature conservation, forestry and landscape management
 - h) Information and public relations work in support of the protection of nature and natural habitats.
 - i) Emergency measures to secure basic needs
 - j) Reconstruction measures

§ 3

Nonprofit Status

- (1) The company exclusively and directly pursues charitable purposes as defined by the "Tax-Privileged Purposes" section in the German Tax Code.
- (2) The company does not work for profit. It does not primarily pursue its own economic purposes.
- (3) The company's funds are only allowed to be used for purposes according to the Bylaws. The company can involve auxiliary personnel for realizing the

purpose of the Bylaws. Legal entities or natural persons are not permitted to profit through expenses, benefits, or payments alien to the company's purpose or through unreasonably high subsidies, donations, or remuneration.

- (4) The shareholder is not permitted to receive any dividends or any other benefits from company funds. Benefits within the meaning of Sec. 58 (1) and (2) of the German Tax Code [*Abgabenordnung* (AO)] that are given to shareholders with tax-privileged status themselves are exempt from this.
- (5) In the event that the company is dissolved or if it loses its tax-privileged purposes, the assets of the company, including the capital share paid in by the shareholders, and the market value of any assets in kind shall go to a public legal entity or another tax-privileged corporation for the purpose of being used to promote education and training.

§ 4

Share Capital and Shares in the Company

- (1) The amount of share capital of the limited company is € 25,000.00 – in words: twenty-five thousand euros.
- (2) A share in the company in the nominal amount of € 25,000.00 is being issued. This is being assumed by Acronis International GmbH (“Transferee”). The contribution for the nominal amount is to be paid in cash for the share – and immediately in full.

§ 5

Duration and Fiscal Year

- (1) The company has been established for an indefinite period.
- (2) The fiscal year is the calendar year.

§ 6
Management, Representation

- (1) The company has one or more Managing Directors. If there is only one Managing Director, then he will represent the company on his own. If there is more than one Managing Director, then the company will be represented by two Managing Directors jointly or by one Managing Director together with an authorized agent.

- (2) Regardless of the number of Managing Directors and liquidators appointed, the General Meeting can give one, several, or all managing directors or liquidators the power of sole representation and exemption from the restrictions of Sec. 181 of the German Civil Code [*Bürgerliches Gesetzbuch* (BGB)].

§ 7
General Meetings

- (1) A General Meeting is convened by the Managing Directors with a registered letter (with personal delivery) sent to every shareholder and accompanied by the agenda. The invitation letter must be sent by registered mail at least three weeks before the date of the General Meeting. The date the letter is mailed and the date of the General Meeting do not count when calculating this period. Unless the shareholders have unanimously chosen something different, the location where the General Meeting is held is at the company headquarters.

- (2) The shareholders can unanimously agree to waiving the form and time requirements.

- (3) Each shareholder can choose to be represented at the General Meeting by an authorized representative and have this representative exercise the shareholder's right to vote. Proof of this power of representation must be in text form.
- (4) The General Meeting is led by the Chair, who is elected by the shareholders present by a simple majority.

§ 8

Shareholder Resolutions

- (1) Shareholder resolutions are made at General Meetings. If no mandatory law stipulates a specific form, resolutions can also be made outside of General Meetings over the phone, in writing, via email, or in any other, comparable electronic form if all of the shareholders are in agreement with such a procedure. If the General Meeting is not notarially certified, a written transcript is to be produced for documentation purposes (but not as a prerequisite for being effective) and is to be signed by the Chair and must record the subject matter and content of the resolution. Every shareholder is entitled to receive a copy and notarial certification of the General Meeting.
- (2) Voting at the General Meeting is conducted according to shares. Every € 1.00 of a share grants one vote.

Shareholder resolutions are made with a simple majority of the votes cast, provided that the Bylaws or mandatory legal provisions do not specify a higher majority.

§ 9

Annual Financial Statement

- (1) The balance sheet with profit and loss accounts, an appendix, and – if necessary – the situation report are to be prepared by the Managing Directors

after the end of the fiscal year by the legal deadline according to the statutory provisions.

- (2) The annual financial statement is confirmed at the General Meeting.

§ 10
Allocation of Profits

The allocation of profits is decided on at the General Meeting, particularly with regard to the question of whether to apply them towards the reserves or to distribute them. When deciding on the allocation of profits, the provisions of Sec. 3 (4) of these Articles of Association must be observed.

§ 11
Announcements

Company announcements will be made in the German Federal Gazette.

§ 12
Formation Expenses

The company will bear the foundation expenses (costs for the notary and court and any permits, lawyers, or tax consultants) up to a total amount of € 2,500.00.

§ 13
Severability Clause

Should a provision of these Articles of Association be or become ineffective or unenforceable or if they contain a loophole, the legal validity of the remaining provisions shall not be affected by this. In place of the ineffective provision, the shareholders must agree on an effective provision that comes closest economically to what the parties wanted; the same applies in the event of a loophole.