

**A.**  
**General Provisions**

**Section 1**  
**Name and registered office**

(1) The company's name is:

Fielmann Group AG.

(2) The company's registered office is in Hamburg.

**Section 2**  
**Object of the company**

(1) The object of the company is:

- the purchase and sale of goods both in physical stores as well as wholesale and online (e-commerce), particularly in the optical and hearing aid sectors, and especially the sale of all kinds of visual aids – particularly glasses, frames and lenses, sunglasses, contact lenses, accessories, hearing aid systems and their accessories, as well as personal protective equipment;
- the development and manufacture of products, the provision of services including healthcare services, as well as the development of software, particularly in the above-mentioned sectors, and all related business.

(2) The company is entitled to take all action and undertake all measures deemed to serve the achievement of its object either directly or indirectly. It can establish subsidiaries at home and abroad, take participating interests in companies at home and abroad, as well as found, acquire or sell such companies. Transactions that require state approval may only be made once the approval has been issued.

(3) The company can limit its activities to one or specific sectors described in subsection (1) or to those of a management holding company. The company is also entitled to carry out its activities fully or partly indirectly via subsidiaries, associated companies and joint venture companies, as well as to conclude company agreements.

**Section 3**  
**Notices**

(1) Notices of the company required by law or these Articles of Association shall be published in the Federal Gazette. If another form of notice should be required by law, such form shall replace the notice in the Federal Gazette.

(2) Within the framework of legal stipulations, the company may also transfer information to the owners of authorised securities by electronic means.

**Section 4**  
**Financial year**

The financial year is the calendar year.

**B.**  
**Share capital and shares**

**Section 5**  
**Share capital, authorised capital**

- (1) The company's share capital amounts to €84,000,000.00.
- (2) The share capital is divided into 84,000,000 ordinary shares in the form of no-par-value shares.
- (3) The Management Board is authorised, with the unanimous consent of all its members and subject to the consent of the Supervisory Board, to carry out new rights issues of ordinary bearer shares in the form of no-par-value shares for cash and/or contributions in kind totalling up to €10 million, in one or more stages, up to 7 July 2026 (authorised capital 2021).

The new shares are to be offered to shareholders for subscription. The new shares can also be obtained by a credit institution chosen by the Management Board or a company operating in accordance with section 53(1) sentence 1 or section 53b(1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz - KWG) or a consortium of such credit institutions or financial institutions with the obligation to offer the shares to the company's shareholders for subscription. However, the Management Board is authorised, with the consent of all its members and with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the following cases:

- to make use of any residual amounts by excluding shareholders' subscription rights;
- when increasing the share capital, in return for cash contributions pursuant to sections 203(1) and (2), 186(3) sentence 4 of the German Stock Corporation Act (Aktiengesetz - AktG), if the pro rata amount of the share capital attributable to the new issued shares, where the subscription rights are excluded, does not exceed a total of 10% of the share capital existing at the time this authorisation came into effect or - if lower - the share capital available at the time of share issue, and the issue amount of the new shares is not significantly lower than the stock exchange price for shares that are already listed at the time the issue amount is finally determined as per sections 203(1) and (2), 186(3) sentence 4 of the AktG; the 10% limit includes shares which were issued or sold with the direct or corresponding application of section 186(3) sentence 4 of the AktG during the term of this authorisation until the date the option is exercised;

- for a capital increase for contributions in kind to grant shares for the purpose of acquiring companies, parts of companies or investments in companies.

Moreover, the Management Board is authorised, with the unanimous consent of all its members and subject to the consent of the Supervisory Board, to stipulate all the remaining details concerning implementation of share capital increases in the context of the 2021 authorised share capital.

## **Section 6 Shares**

- (1) The shares are bearer shares.
- (2) With the consent of the Supervisory Board, the Management Board determines the form and content of the share certificates, as well as the dividend and renewal coupons.
- (3) The right to the issue of individual share certificates is excluded.

## **C. The Management Board**

### **Section 7 Composition, Management Board**

- (1) The company's Management Board shall consist of at least three persons. The Supervisory Board shall determine the number of Management Board members and the person who is to be the Chairperson of the Management Board, as well as the latter's deputy, if applicable."
- (2) The company is represented jointly by two members of the Management Board or by one Management Board member together with a fully authorised signatory (Prokurist).
- (3) Pursuant to section 181 of the German Civil Code (Bürgerliches Gesetzbuch - BGB), the Supervisory Board may grant individual Management Board members the power to represent the company alone and exempt them from the prohibition on multiple representation.

## **D. The Supervisory Board**

### **Section 8 Composition**

- (1) The company's Supervisory Board shall consist of 16 members. Eight members of the Supervisory Board are elected by the shareholders in accordance with the provisions of the German Stock Corporation Act, and the other eight members are elected by the employees in accordance with the Codetermination Act (Mitbestimmungsgesetz - MitbestG).

- (2) The members of the Supervisory Board are elected for the time up to the end of the Annual General Meeting that adopts a resolution regarding the approval of the actions of the Board for the fourth financial year following the commencement of their term of office. The election of substitute members is possible. Supplementary elections are held for the remaining period of office of the departing member.
- (3) Each member of the Supervisory Board may resign from the Supervisory Board, including without good cause, subject to one month's notice, by submitting a letter of resignation to the Supervisory Board Chairperson or to the Management Board.

### **Section 9 Chairperson, convocation**

- (1) The Supervisory Board shall elect a Chairperson and a Deputy Chairperson for its term of office. The election shall be held following the Annual General Meeting at which the shareholders' Supervisory Board members were appointed, in a meeting that does not require special invitation.
- (2) The Supervisory Board meetings shall be convened by the Chairperson, and the convocation shall include the agenda. The invitation shall be subject to two weeks' notice.
- (3) The Chairperson is authorised to make declarations on behalf of the Supervisory Board, when such declarations are required to carry out the Supervisory Board's resolutions.
- (4) The invalidity of a Supervisory Board resolution may only be asserted by taking the appropriate legal action within one month of the resolution having become known.

### **Section 10 Committees**

The Supervisory Board may form committees from among its members. Sections 27 and 29 of the Codetermination Act shall apply mutatis mutandis for the election of the committee chairperson and deputy chairperson, as well as for the resolutions in the committees.

### **Section 11 Remuneration**

In addition to reimbursement of their expenses, the Supervisory Board members shall receive an appropriate annual remuneration of an amount determined by the Annual General Meeting; any VAT due is paid separately. This amount shall apply until the Annual General Meeting decides otherwise.

**E.**  
**The Annual General Meeting**

**Section 12**

**Venue, convocation and notice of the Annual General Meeting, online participation, absentee voting, permitting video and audio transmission, virtual Annual General Meeting**

- (1) The Annual General Meeting shall be held at the location of the company's registered office or a German stock exchange.
- (2) The Annual General Meeting is convened by the Management Board or by the Supervisory Board.
- (3) Unless a shorter period of notice is required or permitted by law, the Annual General Meeting must be convened at least 30 days prior to the date of the meeting. These 30 days do not include the day of convening the meeting and the day it takes place. The minimum period is extended by the days stipulated for the registration period (section 13(1)). The convocation must be announced in the Federal Gazette.
- (4) The Management Board is authorised to make provisions such that the shareholders may also participate in the Annual General Meeting without being physically present on site and without having to appoint a representative, as well as to exercise all or some of their rights, in whole or in part, by means of electronic communications (online participation). The Management Board can regulate the details for the scope and procedure of the online participation. The rules set by the Management Board shall be announced together with the convocation of the Annual General Meeting.
- (5) The Management Board is authorised to make provisions so that the shareholders may also place their votes in writing or by electronic communication, without attending the Annual General Meeting (absentee voting). The Management Board can determine the process for absentee voting. The rules set by the Management Board shall be announced together with the convocation of the Annual General Meeting.
- (6) The Management Board is authorised to make provisions to permit the video and audio transmission of the meeting in a manner it will define in more detail. The transmission may also be in a form to which the general public has unlimited access. The rules set by the Management Board shall be announced together with the convocation of the Annual General Meeting.
- (7) The Management Board is authorised to make provisions such that the Annual General Meeting is held without the physical presence of the shareholders or their representatives at the venue of the Annual General Meeting (virtual Annual General Meeting). The above-mentioned authorisation will apply for a period of five years after registration in the company's Commercial Register of this provision of the Articles of Association adopted by resolution of the Annual General Meeting on 13 July 2023.

- (8) Members of the Supervisory Board are allowed to take part in the Annual General Meeting by way of video and audio transmission if their physical presence at the venue of the Annual General Meeting is not possible or only possible with considerable effort due to legal or health-related restrictions or due to their living or working abroad or their need to be present at a different location in Germany or due to unreasonably lengthy travel times, or if the Annual General Meeting is held virtually without the physical presence of the shareholders or their representatives at the venue of the Annual General Meeting. The chairperson's obligation to attend shall remain unaffected as per section 118a (2) sentence 3 of the AktG.

### **Section 13 Right of participation**

- (1) Shareholders wishing to participate in the Annual General Meeting or exercise their right to vote must register with the company before the Annual General Meeting and prove their entitlement to participate in the Annual General Meeting and to exercise their right to vote. The registration and the proof must be received by the company at least six days before the Annual General Meeting, at the address provided in the convocation. These six days do not include the day of receipt and the day of the Annual General Meeting.
- (2) The right to participate in the Annual General Meeting and to exercise voting rights must be supported by proof of shareholder status in text form (section 126b of the BGB) by the final intermediary in accordance with section 67c(3) of the AktG. Proof of share ownership must refer to the beginning of the 21st day before the Annual General Meeting. If there is any doubt as to the accuracy or authenticity of the proof, the company will be entitled to demand further suitable proof. If such proof is not provided or is not provided in a suitable form, the company can refuse the shareholder.
- (3) Registration and proof of entitlement must be provided in German or English.
- (4) The right to vote may be exercised by an authorised representative. If the shareholder authorises more than one person, the company may refuse one or more of them. The authorisation, its revocation and the evidence of the authorisation vis-à-vis the company must be provided in text form in either German or English. Section 135 of the AktG shall remain unaffected. The company may be informed of the authorised representatives by an electronic means to be defined in greater detail by the Management Board.

### **Section 14 Chairing of meeting, resolutions**

- (1) The Annual General Meeting shall be chaired by the Chairperson of the Supervisory Board. Within the framework of the legal provisions, he/she shall determine the course of the Annual General Meeting, particularly the type, form and order of the voting. In the event of his/her absence, the Chairperson of the Supervisory Board shall appoint another Supervisory Board member to chair the meeting.
- (2) The chair of the meeting may set an appropriate time limit with respect to the right of shareholders to speak and ask questions. In particular, at the start of or during the Annual General Meeting, he/she is entitled to set an appropriate time limit for

the duration of the entire Annual General Meeting, for discussion of individual agenda items and for individual comments or questions. The chair's instructions should be guided by the need to bring the Annual General Meeting to a close in an appropriate and reasonable time.

- (3) Each no-par-value share grants one vote in the Annual General Meeting.
- (4) Unless otherwise required by law, a simple majority of votes cast is required and sufficient to pass resolutions at the Annual General Meeting.

## **F.**

### **Final provisions**

#### **Section 15**

#### **Amendments to the Articles of Association**

Resolutions on amendments to the Articles of Association that only affect the wording may be held by the Supervisory Board.

#### **Section 16**

#### **Formation expenses, contributions in kind**

- (1) The company bears the cost of formation up to the amount of DM 2 million.
- (2) The company was formed by transforming Fielmann-Verwaltung KG with registered office in Hamburg as per sections 40 et seq. of the Transformation Act (Umwandlungsgesetz - UmwG) based on the transformation accounts as at 31 December 1993. The founding partners Günther Fielmann, Marc Fielmann, Fielmann-Familienstiftung and Fielmann Mitarbeiter-Beteiligungsgesellschaft mbH transferred the assets of Fielmann-Verwaltung KG to the company as contributions in kind. These contributions in kind, which the company stated at a total of DM 110 million, correspond to 1,000,000 ordinary shares and 700,000 preference shares at a nominal value of DM 50 each for the founding partners; should the value of these contributions in kind exceed the nominal value of the acquired shares, it will be allocated to the capital reserve.

**Certification pursuant to section 181(1) sentence 2 of the AktG**

I, **Dr. Florian Möhrle**, a notary of Hamburg, hereby

certify

that the amended provisions in the above Articles of Association correspond to the resolution of the Annual General Meeting of 13 July 2023 on the amendment to the Articles of Association and that the unchanged provisions correspond to the full wording of the Articles of Association last filed with the Commercial Register.

Hamburg, 18 July 2023

(in place of the notary's seal)

signed Möhrle

Dr. Florian Möhrle  
- Notary -