Articles of association of TAKKT AG

TAKKT AG

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Articles of association of TAKKT AG

(as amended by the resolutions passed by the Shareholders' Meeting on May 20, 2026)
Convenience translation; the German text is legally binding

I. GENERAL PROVISIONS

§1 Company name, registered office

(1) The name of the company is: TAKKT AG.

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

§2 Object of the company

(1) The company manages a group of companies that are or will be active in the following business areas, in particular: Mail order and/or multi-channel distribution of primarily commercially used products, in particular warehouse and business equipment of all kinds, office supplies of all kinds and similar goods, as well as all directly or indirectly related activities, including in adjacent business areas or markets, such as manufacturing, trading and services. The management of the Group also includes, in particular, the allocation of management and subsidiaries within the Group as well as the establishment, acquisition and sale of other companies, groups of companies and equity interests in companies and the investment in other companies.

(2) The company is authorized to engage in all transactions and other measures that are connected with the activities under paragraph 1 or are suitable for promoting them.

(3) The company can carry out all of the above business activities itself, but also through affiliated companies within the meaning of Sections 15 et seq. AktG, in particular to outsource all or part of its operations to affiliated companies and/or establish branches for this purpose.

§3 Announcements

The company's announcements are made in the electronic Federal Gazette. Additional statutory publication obligations remain unaffected.

II. SHARE CAPITAL AND SHARES

§4 Amount and division of the share capital, shares

(1) The share capital of the company amounts to EUR 65,610,331.00 (in words: EUR sixty-five million six hundred and ten thousand three hundred and thirty-one). It is divided into 65,610,331 no-par value bearer shares.

(2) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital on one or more occasions by up to a total of EUR 32,805,165.00 by issuing up to 32,805,165 new no-par value bearer shares in return for cash and/or non-cash contributions (authorized capital) by May 19, 2031. In principle, shareholders are to be granted subscription rights. However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the following cases:

- to compensate for peak amounts;
- if the issue price of the new shares in the case of capital increases against cash contributions is not significantly lower than the stock market price of the shares already listed at the time of the final determination of the issue price, which should follow as close as possible to the placement of the shares, and the shares issued do not exceed a total of 10% of the share capital either at the time this authorization takes effect or at the time it is exercised. The maximum limit of 10% of the share capital shall include the proportionate amount of the share capital attributable to treasury shares that are sold after this authorization becomes effective in direct or analogous application of Section 186 para. 3 sentence 4 AktG;
- for capital increases against contributions in kind.

The total number of shares issued on the basis of the above authorizations with the exclusion of subscription rights in the event of capital increases against cash and/or non-cash contributions may not exceed 10% of the share capital either at the time the authorization takes effect or at the time it is exercised. Treasury shares sold with the exclusion of subscription rights are to be

counted towards the aforementioned 10% limit.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation, in particular the content of the share rights and the conditions of the share issue.

The Supervisory Board is authorized to amend the wording of Article 4 of the Articles of Association in accordance with the respective utilization of the Authorized Capital and, if the Authorized Capital has not been fully utilized by May 19, 2031, after the expiry of the authorization.

(3) The form of any share certificates and dividend and renewal coupons shall be determined by the Management Board. Shareholders are not entitled to securitization of their shares.

(4) In the event of an increase in the share capital, the profit participation of shareholders may be determined in deviation from Section 60 (2) AktG.

III. MANAGEMENT BOARD

§5 Composition, rules of procedure

(1) The Supervisory Board determines the number of members of the Management Board. The Management Board consists of at least two persons. The appointment of deputy members of the Management Board is permitted.

(2) The Supervisory Board must issue rules of procedure that are binding for the Management Board. The rules of procedure must specify legal acts and transactions that may only be carried out with the approval of the Supervisory Board. The approval of the Supervisory Board may take the form of a general authorization for a group of specific transactions.

§6 Representation

(1) The company is legally represented by two members of the Management Board or by one member of the Management Board together with an authorized signatory.

(2) General powers of attorney to represent the company in legal transactions (procuration, power of attorney) may only be granted in such a way that the company is represented by two persons.

IV. SUPERVISORY BOARD

§7 Composition and term of office

(1) The Supervisory Board consists of 6 members.

(2) The term of office of the Supervisory Board members ends at the end of the Shareholders' Meeting that resolves on the discharge for the 4th financial year after the start of the term of office. The financial year in which the term of office begins is not counted. The Shareholders' Meeting may resolve a shorter term of office at the time of election, whereby the end of the term of office of all Supervisory Board members must fall on the same date.

(3) If a member of the Supervisory Board is elected to replace a member who retires prematurely, his or her office shall continue for the remainder of the term of office of the retiring member.

(4) Each member of the Supervisory Board may resign from office by giving one month's written notice to the Management Board. Resignation from office with immediate effect is permissible if the Supervisory Board agrees. The right to resign from office for good cause remains unaffected.

§8 Chairman and Deputy Chairman

(1) Following the Shareholders' Meeting, at the end of which the term of office of the members elected by the Shareholders' Meeting begins, the Supervisory Board elects a Chairman and a Deputy Chairman from among its members for the duration of its term of office at a meeting for which no special invitation is required.

(2) The Chairman of the Supervisory Board and his deputy may resign from office by giving one month's written notice to the Management Board. Resignation from office with immediate effect is permissible if the Supervisory Board agrees. The right to resign from office for good cause remains unaffected. If the Chairman of the Supervisory Board or his deputy resigns from office prematurely for any reason, a new election for the remaining term of office of the resigning member must be held immediately.

(3) Unless the Supervisory Board decides otherwise, declarations of intent by the Supervisory Board are made on its behalf by the Chairman or, if he is unable to do so, by his deputy.

§9 Rules of procedure, convening of meetings, amendments to resolutions

(1) Within the framework of the mandatory statutory provisions and the provisions of these Articles of Association, the Supervisory Board may adopt its own rules of procedure.

(2) Meetings of the Supervisory Board are convened by the Chairman or, if he is unable to do so, by his deputy. Meetings may be convened in writing, verbally or by means of telecommunication. A meeting must be convened without delay and must be held within two weeks of being convened (Section 110 AktG) if a member of the Supervisory Board or the Management Board submits a request to this effect, stating the purpose and reasons for the meeting.

(3) The Supervisory Board is authorized to make amendments to the Articles of Association insofar as they only affect their wording.

§10 Remuneration of the Supervisory Board

(1) In addition to the reimbursement of their expenses, the members of the Supervisory Board receive fixed annual remuneration of EUR 58,000.00 for each financial year. The Chairman receives double remuneration; the Deputy Chairman receives an additional EUR 25,000.00.

(2) Members of the Audit Committee are additionally remunerated with EUR 10,000.00 per financial year. The chair is remunerated twice; the deputy chair is remunerated one and a half times.

(3) Membership of other committees is additionally remunerated with EUR 3,000.00 for each financial year The chair is remunerated twice; the deputy chair is remunerated one and a half times.

(4) The remuneration of the Supervisory Board members shall be payable pro rata temporis at the end of each quarter. Any value added tax payable on the remuneration and reimbursement of expenses is reimbursed to the members of the Supervisory Board by the company. In the event of only temporary membership of the Supervisory Board or a committee during a financial year, the remuneration pursuant to paragraphs 1 to 3 shall be reduced accordingly on a pro rata basis. The same applies to only temporary chairmanship or deputy chairmanship of the Supervisory Board or its committees.

(5) The company can take out directors' and officers' liability insurance (D&O insurance) in favor of the members of the Supervisory Board, which covers the statutory liability arising from Supervisory Board activities.

V. SHAREHOLDERS' MEETING

§11 Location and convocation, video and audio transmissions

(1) The Shareholders' Meeting takes place at the company's registered office or at a German stock exchange location. However, it may also take place within a 50 km radius of the company's registered office or a German stock exchange location.

(2) The Shareholders' Meeting is convened by the Management Board or the Supervisory Board.

(3) Unless otherwise stipulated by law, the Shareholders' Meeting must be convened at least 30 days before the date of the Shareholders' Meeting. The day on which the meeting is convened shall not be counted. The convocation period is extended by the days of the registration period in accordance with Section 12 (1).

(4) The Shareholders' Meeting may be broadcast in full or in part by video and audio. The transmission may also take place in a form to which the public has unrestricted access, whereby such a form must be announced with the invitation. The decision on such a transmission and its form shall be made by the Management Board.

(5) The transmission of notifications in accordance with Section 125 AktG is restricted to electronic communication. The Management Board is entitled, but not obliged, to send this information by other means.

(6) Members of the Supervisory Board who (i) have their

place of business, primary or secondary residence abroad or (ii) are unable to attend the Shareholders' Meeting for professional or health reasons may participate in the Shareholders' Meeting by means of video and audio transmission.

(7) The Management Board is authorized to provide for the Shareholders' Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Shareholders' Meeting (virtual Shareholders' Meeting). The authorization applies to the holding of virtual Shareholders' Meetings until and including December 31, 2028. When holding a virtual Shareholders' Meeting, the members of the Supervisory Board may also participate by means of video and audio transmission; however, this does not apply to the chairman of the meeting if he is a member of the Supervisory Board. All provisions of these Articles of Association for Shareholders' Meetings shall apply to the virtual Shareholders' Meeting, unless otherwise provided for by law or expressly stipulated otherwise in these Articles of Association.

§12 Conditions of participation, exercise of voting rights

(1) Shareholders who wish to participate in the Shareholders' Meeting and exercise their voting rights must register for the Shareholders' Meeting and provide proof of their entitlement to participate in the Shareholders' Meeting and exercise their voting rights. Registration and proof of entitlement must be received by the company at the address stated in the invitation at least six days before the Shareholders' Meeting (registration deadline). The day of the Shareholders' Meeting and the day of receipt are not counted. The Management Board is authorized, in the case of convocation by the Supervisory Board, to determine a shortened registration and proof period of up to three days before the Shareholders' Meeting in the convocation of the Shareholders' Meeting.

(2) Proof of share ownership in text form from the last intermediary in accordance with Section 67c (3) AktG is sufficient for authorization in accordance with paragraph 1. Proof of shares not held in collective safe custody may also be issued by the company or a bank against submission of the shares. The proof of share ownership must relate to the date specified for this purpose in the German Stock Corporation Act and must be received by the company at the address specified for this purpose in the notice convening the meeting at least six days before the meeting. The day of receipt shall not be counted. The company is entitled to request suitable further proof in the event of doubt as to the accuracy or authenticity of the proof of entitlement. If this is also in doubt, the company may reject the shareholder's entitlement to participate in the Shareholders' Meeting and to exercise voting rights.

(3) Registration and proof of eligibility must be submitted in German or English.

(4) Voting rights may be exercised by a proxy. Outside the scope of application of Section 135 AktG, the granting of proxy, its revocation and proof of authorization to the company shall be made in text form (Section 126b BGB). The details for granting the proxy, their revocation and proof vis-à-vis the company will be announced when the Shareholders' Meeting is convened, in which a simplification (Section 134 (3) AktG) can also be determined. The company shall offer at least one method of electronic communication to be specified in the invitation for the transmission of proof of authorization. If a shareholder authorizes more than one person, the company may reject one or more of them.

(5) The Management Board is authorized to make provision for shareholders to participate in the Shareholders' Meeting without being present at the venue and without a proxy and to exercise all or some of their rights in whole or in part by means of electronic communication (online participation). The Management Board may regulate the scope and procedure of online participation in detail.

(6) The Management Board is authorized to provide that shareholders may cast their votes in writing or by means of electronic communication without attending the meeting (postal vote). The Management Board may regulate the postal voting procedure in detail.

§13 Chairmanship of the Shareholders' Meeting and conduct of the meeting

(1) The Shareholders' Meeting is chaired by the Chairman of the Supervisory Board or a member of the Supervisory Board appointed by him or, if he is unable to attend, by another member of the Supervisory Board appointed by the Supervisory Board. In the event that neither the Chairman nor

a member of the Supervisory Board appointed by the Supervisory Board takes the chair, the Chairman shall be elected by the Shareholders' Meeting.

(2) The Chairman chairs the meeting. He determines the order of the items to be discussed and the contributions to be made as well as the type and order of voting and may also deviate from the announced agenda.

(3) The Chairman may impose reasonable time limits on the shareholders' right to ask questions and speak; in particular, he may set reasonable time limits at the beginning or during the Shareholders' Meeting for the entire course of the Shareholders' Meeting, for the discussion of the individual agenda items and for individual questions and speeches.

§14 Resolution

(1) Each share entitles the holder to one vote at the Shareholders' Meeting.

(2) The resolutions of the Shareholders' Meeting are passed by a simple majority of the votes cast, unless the Articles of Association or mandatory statutory provisions stipulate otherwise, and, if the law prescribes a capital majority in addition to the majority of votes, by a simple majority of the share capital represented at the time the resolution is passed.

VI. FINANCIAL YEAR, RESERVES, APPROPRIATION OF RETAINED EARNINGS

§15 Financial year

The financial year is the calendar year. The first financial year is a short financial year that begins with the entry of the company in the commercial register and ends on the following December 31.

§16 Reserves, appropriation of retained earnings

(1) If the Shareholders' Meeting approves the annual financial statements, half of the net profit for the year must be allocated to other revenue reserves. Amounts to be transferred to the legal reserve and any loss carried forward must be deducted from the net profit for the year in advance.

(2) If the Management Board and Supervisory Board approve the annual financial statements, they may transfer amounts up to half of the net profit for the year to other revenue reserves. As long as the other revenue reserves do not exceed half of the share capital and as long as they would not exceed half after the transfer, the Management Board and Supervisory Board are also authorized to transfer up to 66.67% of the net income for the year to other revenue reserves. Paragraph 1 sentence 2 applies accordingly.

VII. FINAL PROVISIONS / MISCELLANEOUS

§17 Foundation costs

The costs and duties associated with the formation of the company and its entry in the commercial register (notary, commercial register, publications, Shareholders' Meeting, consulting and others) are borne by the company. These formation costs are estimated to total EUR 2,500.00.

§18 Transmission of information by remote data transmission

The company may also transmit information to the holders of authorized securities of the company by means of electronic media (remote data transmission within the meaning of Section 30 B (2) WpHG).