

**Articles of Association of DEG –
Deutsche Investitions- und
Entwicklungsgesellschaft mbH**

Valid from 8 July 2022

Article 1

Company name, domicile, financial year and term

- (1) The Company is a company with limited liability conducting its business under the company name of DEG – Deutsche Investitions- und Entwicklungsgesellschaft mbH.
- (2) The Company has its registered seat in Cologne (Germany).
- (3) The financial year is the calendar year.
- (4) The Company has been founded for an unlimited term.

Article 2

Purpose and object of the Company

- (1) The Company shall exclusively and directly pursue public-benefit goals within the meaning of the ‘tax-privileged purposes’ section of the German Fiscal Code (*Abgabenordnung*).
- (2) The purpose of the Company is to promote development cooperation.
- (3) The purpose of the Articles of Association shall be specifically achieved through the promotion of private-sector development within the scope of the German Federal Government’s development policy principles and measures in developing countries and countries fully or partially approved by the Shareholder’s resolution in agreement with the German Federal Government. The latter particularly applies to countries expected to be recognised as developing countries or – for a transitional period – to countries no longer accorded developing country status.
- (4) Support for the development of the private sector in the countries referred to in paragraph (3) above shall be provided by promoting private enterprises in those countries, with particular importance accorded to the promotion of partnerships with German and European companies, small and medium-sized enterprises, and projects contributing to environmental and climate protection. Support shall

also be provided via financing institutions in the aforementioned countries.

(5) The object of the Company is the performance of the following measures in pursuance of this purpose:

1. Acquisition of equity holdings and provision of quasi-equity loans and long-term loans to enterprises in the countries mentioned in (3) sentence 1;
2. Other appropriate measures, such as
 - a) furnishing guarantees and sureties, issuing credit orders and performing fiduciary duties;
 - b) granting subsidies in special cases, solely, however, from the Company's disposable income or from funds made available to the Company specifically for such purpose;
 - c) providing consultancy services to enterprises and institutions in the countries mentioned in (3) sentence 1 above and, in particular, to German and European companies with the aim of promoting private-sector development in these countries.

(6) In order to fulfil its purpose, the Company may establish or acquire affiliated companies at home and abroad. The purpose of the Articles of Association shall be specifically achieved through the promotion of private-sector development within the scope of the German Federal Government's development policy principles and measures in developing countries and countries fully or partially approved by the Shareholder's resolution in agreement with the German Federal Government. The latter particularly applies to countries expected to be recognised as developing countries or – for a transitional period – to countries no longer accorded developing country status.

(7) The Company may participate in or otherwise promote institutions and projects at home and abroad that serve to further the economic development of the countries mentioned in (3) sentence 1 above or the economic cooperation with them.

(8) The Company shall seek to dispose of its equity holdings and quasi-equity interests from measures under (5) above as soon as the economic conditions allow and the development-policy objective has been achieved.

(9) The Company acts in the public benefit; it does not primarily pursue its own commercial gain.

- (10) After having heard the Supervisory Board, the Shareholders' Meeting may issue directives for the measures listed under (5) above.

Article 3
Share capital

Share capital amounts to EUR 750,000,000.00 (seven hundred and fifty million euros).

Article 4
Corporate bodies

The corporate bodies are

1. the Management Board,
2. the Supervisory Board and
3. the Shareholders' Meeting.

Article 5
Management Board

- (1) The Management Board of the Company is composed of at least two members. Members of the Management Board shall be selected in consultation with the Federal Ministry for Economic Cooperation and Development. After having heard the Supervisory Board, the Shareholders' Meeting is responsible for the appointment and dismissal of members of the Management Board. The same applies with regard to the conclusion, amendment or cancellation of employment or retirement pension contracts with Management Board members, the set-up of the remuneration system for Management Board members, and setting the level of remuneration, including variable remuneration components and any other remuneration issues. Members of the Management Board shall be initially appointed for a maximum of three years and may be reappointed for a maximum of five additional years in each respective case. The appointment of any member of the Management Board should not extend beyond attainment of the statutory pensionable age. The Shareholders' Meeting and the Management Board shall jointly plan the appointment of successors in the long term, without prejudice to the right to be heard on the part of the Supervisory Board.
- (2) Members of the Management Board shall draw up rules of procedure for the Management Board. The rules of procedure are to be adopted by the Shareholders' Meeting after having heard the Supervisory Board and shall specify those transactions

requiring joint decisions by members of the Management Board.

- (3) Members of the Management Board shall manage the Company's business with the due care and diligence of a prudent and conscientious businessman in accordance with statutory law, this Articles of Association, directives issued pursuant to Article 2(10), the rules of procedure for the Management Board and resolutions of the Shareholders' Meeting and Supervisory Board.
- (4) The assumption of other employment activities by Members of the Management Board, especially Supervisory Board Seats of other companies requires the approval of the Supervisory Board.
- (5) Members of the Management Board require the approval of the Shareholders' Meeting in accordance with Article 8 and approval of the Supervisory Board in accordance with Article 10(5 to 7).
- (6) Members of the Management Board shall decide on the appointment of holders of power of attorney (*Prokura*) and holders of commercial authority (*Handlungsbevollmächtigte*) of any kind. This does not require a decision by the Shareholders' Meeting. By resolution of members of the Management Board, holders of power of attorney can be exempted from the restrictions imposed under Section 181 of the German Civil Code (*BGB*) to the same degree as members of the Management Board are themselves exempt from the restrictions of Section 181 of *BGB* pursuant to Article 6(1).

Article 6

Representation of the Company

- (1) The Company shall be represented by two members of the Management Board acting jointly or by one member of the Management Board acting jointly with a holder of power of attorney. Members of the Management Board are exempt from the restrictions of Section 181 Alternative 2 of *BGB* (multiple representation).
- (2) In dealings with Members of the Management Board, the Company is represented by the Supervisory Board both in and out-of-court. This does not apply if the Shareholders' Meeting is responsible for representing the Company in accordance with the law or the Articles of Association, especially in those cases provided for in Article 5(1) of these Articles of Association.

Article 7

Reporting and cooperation between the Management Board and Supervisory Board

- (1) Members of the Management Board shall report to the Supervisory Board pursuant to Section 90 of the German Stock Corporation Act (*AktG*) and must provide regular, timely and comprehensive information on all issues of relevance to the Company to do with planning, company performance, risk position, risk management and compliance and also notify any changes in the economic environment affecting the Company. They must account for business development at variance with the set plans and objectives, giving reasons. The reports as specified under Section 90(1) sentence 1 of *AktG* shall be made in text format and also forwarded to the Shareholders' Meeting.
- (2) In keeping with the Company purpose of promoting development cooperation and the respective measures to achieve this, members of the Management Board shall discuss the strategic alignment of the Company with the Supervisory Board and regularly report on progress in strategy implementation.

Article 8

Approval by the Shareholders' Meeting

Members of the Management Board shall require the prior approval of the Shareholders' Meeting for any management action extending beyond the normal operations of the Company, particularly

- (1) following approval by the Supervisory Board for the establishment or closure of regional branches and representative offices (including field offices);
- (2) following approval by the Supervisory Board for the foundation or acquisition and for the closure or disposal of affiliated companies in the meaning of Article 2 (6);
- (3) following approval by the Supervisory Board for the participating interest in or support of institutions or projects within the meaning of Article 2 (7), and a change in the percentage of interest held, participation in capital increases through capital contributions pertaining to such institutions or projects;
- (4) following approval by the Supervisory Board for the acquisition, disposal or encumbrance of real property or rights equivalent to real property or the implementation of construction projects at home or abroad; this shall not apply to the completion and execution of measures cited in Article 2 (4);

- (5) regarding strategies and plans to be submitted annually pursuant to Section 90 (1) sentence 1 no. 1 of the German Stock Corporation Act (*AktG*).

Article 9

Supervisory Board

- (1) The Company has a Supervisory Board. The Supervisory Board comprises fifteen members.
- (2) Five employee representatives are to be elected to the Supervisory Board in accordance with the Act on One Third Participation of Employees in the Supervisory Board (One-Third Participation Act, "Drittelbeteiligungsgesetz").
- (3) Those Members of the Supervisory Board not elected in accordance with the One-Third Participation Act are appointed by the Shareholders' Meeting in consultation with the German Federal Ministry for Economic Cooperation and Development. The Bund has the right to nominate four Members of the Supervisory Board to represent the Federal Ministry for Economic Cooperation and Development, the Federal Foreign Office, the Federal Ministry of Finance and the Federal Ministry for Economic Affairs and Energy.
- (4) The selection of the Members of the Supervisory Board to be appointed by the Shareholders' Meeting should be directed towards achieving the equal participation of women and men. The Management Board is responsible for setting the target figures pursuant to Section 36 of the German Limited Liability Companies Act (*Gesetz betreffend die Gesellschaften mit beschränkter Haftung*, "GmbHG"), and the Supervisory Board is responsible for questions regarding Sections 52(2), 77a GmbHG. In making its selection, the Shareholders' Meeting shall also take into account the fact that the term of office of a Member of the Supervisory Board shall not, as a rule, extend beyond the Supervisory Board Member's 70th birthday. The composition of the group of employee representatives is subject to the provisions of the One-Third Participation Act.
- (5) The term of office of the Members of the Supervisory Board ends, at the latest, with the Shareholders' Meeting resolution approving the actions of the Supervisory Board in the fourth financial year from commencement of the respective term of office, excluding the financial year in which the term of office began.
- (6) If a Member other than an employee representative, withdraws from the Supervisory Board prior to expiry of the term of office pursuant to paragraph (5), a by-election shall

be held by the Shareholders' Meeting. In such cases, the term of office of the elected replacement member shall end in accordance with the term pursuant to paragraph (5) at the latest, upon expiry of the departed member's term of office. The election and term of office of substitutes for the Members of the Supervisory Board electable by the employees are subject to the provisions of the One-Third Participation Act.

- (7) Any member of the Supervisory Board may resign from office, even without good cause, by means of written notification to the Company.
- (8) The Shareholders' Meeting may, without giving reasons, dismiss a Supervisory Board member appointed by it prior to expiry of the member's term of office pursuant to paragraph (5). The removal of an employee-appointed Member of the Supervisory Board is performed in accordance with the provisions of the One-Third Participation Act.
- (9) The Supervisory Board shall elect a chairperson, a first deputy chairperson and a second deputy chairperson from amongst its members. Where not otherwise specified, the term of office of the chairperson and deputy chairpersons shall end upon expiry of their respective term of office as a Supervisory Board member. The Supervisory Board may revoke an appointment to the post of chairperson or deputy chairperson prior to expiry of the term of office without giving reasons. The chairperson and the deputy chairpersons may resign prior to expiry of his term of office, even without good cause, by means of notification to the Company.
- (10) The first and second deputy chairpersons of the Supervisory Board have the rights and obligations of the chairperson if - in the case of the first deputy chairperson - the chairperson is incapacitated, or - in the case of the second deputy chairperson - both the chairperson and the first deputy chairperson are incapacitated.

Article 10

Duties and rights of the Supervisory Board

- (1) The duties, rights and responsibilities of the Supervisory Board are determined by law and this Articles of Association. The Supervisory Board may issue rules of procedure for itself and for committees established pursuant to Article 12.
- (2) The Supervisory Board shall be responsible for advising and overseeing the Company's Management Board. For this purpose, it may require at any time information pertaining to any business operations from Management Board members and may also inspect and audit the books and records of the Company and all its

assets. The Supervisory Board shall exercise its right to information through its chairperson.

- (3) The Supervisory Board shall commission the external auditor appointed by the Shareholders' Meeting to carry out the audit. The Supervisory Board must examine the annual financial statements, the management report and the proposed appropriation of net income prepared by members of the Management Board. In its written report to the Shareholders' Meeting, the Supervisory Board shall state the nature and scope of its review of the Company Management Board throughout the financial year, include an opinion on the findings of the auditor's report on the annual financial statements and indicate at the end of the report whether the definitive results of its examination give rise to any objections and whether it approves the annual financial statements prepared by the members of the Management Board.
- (4) In the performance of their official duties, members of the Supervisory Board shall exercise the due care and diligence of a prudent and conscientious businessman and maintain secrecy with respect to all confidential information and issues. The latter obligation shall also apply after departure from office.
- (5) Members of the Management Board require the prior approval of the Supervisory Board:
 1. for the establishment or closure of regional branches and representative offices (including field offices);
 2. for the foundation or acquisition and for the closure or disposal of affiliated companies in the meaning of Article 2 (6);
 3. for participating interests in, or the promotion of, institutions or projects within the meaning of Article 2 (7), a change in the percentage of interest held, participation in capital increases through capital contributions related to institutions or projects pursuant to Article 2 (7);
 4. for the acquisition, disposal or encumbrance of real property or rights equivalent to real property, or the implementation of construction projects at home or abroad; this shall not apply to the completion and execution of measures specified in Article 2 (4-5);
 5. for measures pursuant to Article 2 (5) regarding:
 - a) the assumption of sureties, guarantees or similar liabilities,
 - b) the granting, disposal or encumbrance of loans,

- c) the acquisition, disposal or encumbrance of participating interests, provided that under the rules of procedure for the Management Board the measures or transactions concerned are of particular significance in the individual case;
 - 6. for taking legal action, for the cancellation of claims outside settlements and for the conclusion of settlements (in and out of court), provided that such legal disputes, cancellations or settlements, under the rules of procedure for the Management Board, are of particular significance;
 - 7. for raising bonds or loans, except for borrowings from KfW.
- (6) In compliance with the law and the powers of the Shareholders' Meeting, the Supervisory Board may make other transactions subject to its approval.
- (7) The Supervisory Board may issue provisional approval in advance for a specified group of transactions in general or where a particular transaction meets specific conditions.

Article 11

Meetings and resolutions

- (1) Meetings of the Supervisory Board shall be convened by the chairperson of the Supervisory Board, stating the time and place of the meeting. Notification shall be made in writing; the notification letter may also be submitted electronically. Meetings shall be convened with a period of notice of not less than fourteen calendar days with notification to include the items for discussion on the meeting agenda. In urgent cases, meetings may be convened with a shorter period of notice. The method for setting the period of notice can be regulated in the Supervisory Board rules of procedure.
- (2) The Supervisory Board must hold two meetings each calendar half-year, unless the Supervisory Board adopts a resolution to the effect that fewer meetings, but at least one meeting, will be convened per calendar half-year. In addition, the Supervisory Board must be convened as required by the interests of the Company. The Supervisory Board chairperson shall promptly convene an extraordinary meeting of the Supervisory Board on the request of a member of the Supervisory Board or Management Board stating the purpose and reason for the meeting. Such extraordinary meeting must take place within two weeks of notice to convene. If a request to convene is not met, the requesting parties may convene the Supervisory Board themselves, stating the reasons and setting the agenda.

- (3) Supervisory Board resolutions are generally adopted at meetings in accordance with the law and the Articles of Association. Members participating in the meeting by telephone or video conferencing are deemed present. This also applies to participants of a mere telephone or video conference. Supervisory Board members not present may participate in the adoption of resolutions by instructing a member present at the meeting to submit a written, faxed or emailed vote on their behalf, with the absent member then included for establishing a quorum and in the vote count.
- (4) The Supervisory Board shall constitute a quorum where at least half of its members – participate in the adoption of a resolution. The chairperson of the Supervisory Board shall determine the existence of a quorum at the start of the meeting. Where not otherwise specified by law or in this Articles of Association, the Supervisory Board shall take decisions by a simple majority of votes cast by the members present and any members participating as per (3) Sentences 2 and 3; abstentions are not included for the purposes of establishing a majority vote. In the event of a tied vote, the chairperson of the Supervisory Board shall have the casting vote.
- (5) A member of the Supervisory Board is excluded from the discussion and resolution of any agenda item if there is reason to suppose that the member in question could gain personal advantage from the adoption of a Supervisory Board resolution or that there is some other conflict of interest.
- (6) Minutes of meetings of the Supervisory Board and its committees shall be prepared within four weeks and signed by the chairperson of the Supervisory Board or respective committee as the case may be. The minutes shall include the date and place of the meeting, details of those present, the agenda items, the essential content of discussions and the resolutions adopted by the Supervisory Board or the respective committee. Infringement of sentence 1 or sentence 2 of this provision shall not render a resolution invalid. Each member of the Supervisory Board or respective committee is to be provided with a copy of the pertinent minutes of the meeting.
- (7) Resolutions may also be adopted in the absence of a meeting by means of written voting or voting by other suitable and available means of electronic communication (written consent procedure in lieu of a meeting), where the Supervisory Board chairperson specifies such procedure in an individual case with an appropriate period of notice and provided that no member of the Supervisory Board lodges an immediate objection to the procedure in question (i.e. generally within three banking days). Paragraph (4) shall apply accordingly. The resolution shall be deemed to have been adopted when the Chairperson of the Supervisory Board establishes the result of the vote. Records must be kept of the resolutions and appended to the minutes of the

next meeting of the Supervisory Board.

Article 12

Committees of the Supervisory Board

In the performance of its tasks, the Supervisory Board may provisionally form committees from amongst its members and specify the respective committee's duties and powers. The Supervisory Board may, if legally permissible, also appoint the chairperson of a committee. If the Supervisory Board does not appoint a chairperson, the committee may appoint a chairperson from among its members. Where permissible by law, such committees may be assigned authority by the Supervisory Board to take resolutions on its behalf. This shall not apply for the approval of borrowings under Article 10 (5) no. 7, the establishment or closure of regional branches or representative offices (including field offices) under Article 10 (5) no. 1, measures under Article 10 (5) no. 2 and no. 3, activities of the Supervisory Board in auditing the annual financial statements under Article 10(3) sentences 2 and 3, the election of a chairperson under Article 9 (9) and the calling of a Shareholders' Meeting under Article 14 (2) sentence 3.

Article 13

Remuneration of Supervisory Board members

- (1) Each member of the Supervisory Board shall receive an appropriate annual remuneration in keeping with the public-benefit purpose of the Company. Annual remuneration must be published annually, itemised by name and components, in the corporate governance report. The Shareholders' Meeting shall decide on the amount of annual remuneration. These resolutions shall remain in effect until cancelled or amended.
- (2) In addition, members of the Supervisory Board are also entitled to reasonable reimbursement of travelling and other expenses incurred by them in performance of their duties.
- (3) Value added tax due on remuneration under (1) shall be borne by the Company where the remuneration of the Supervisory Board member in question is taxable under Section 19 of the German VAT Act (*Umsatzsteuergesetz*).

Article 14

Shareholders' meeting and resolutions

- (1) The Shareholders' Meeting shall be responsible for all matters not falling under the sole responsibility of other corporate bodies under law or this Articles of Association, particularly for approval of the annual financial statements and appropriation of annual net income or net profit, determination of the amount available within the Company for variable remuneration components, appointment and dismissal of members of the Supervisory Board who are not employee representative members, approval of the actions of the members of the Supervisory Board and the members of the Management Board as well as appointment of the external auditor. The appointment of the external auditor shall be made after hearing the Supervisory Board.
- (2) The Shareholders' Meeting shall be called in writing at least once a year in the first six months by the members of the Management Board with a period of notice of at least 14 calendar days and stating the agenda and proposed resolutions. The convocation letter may also be sent electronically. The Shareholder may convene a Shareholders' Meeting at any time even without a call by the members of the Management Board. Where deemed necessary in the interests of the Company, any member of the Management Board or the Supervisory Board may call an extraordinary Shareholders' Meeting. Shareholders' meetings are always held at the registered office of the Company or the Shareholder. Participants who are connected by telephone or video conference shall be deemed to be present. This shall also apply to participants in a telephone-only or video-only conference.
- (3) Minutes detailing the adoption of resolutions and the essential course of the meeting must be recorded without delay and signed by the Shareholder. The minutes must record the place and date of the meeting, items on the agenda and resolutions of the Shareholders' Meeting. Infringements of sentence 1 or sentence 2 of this provision shall not render a resolution invalid. The Company and Shareholder are to be provided with a copy of the minutes of meeting.
- (4) The Shareholders' Meeting may also adopt resolutions by a written consent procedure in lieu of a meeting (Article 11 (7) sentence 1). Such resolutions must be appended to the minutes of the next Shareholders' Meeting.

Article 15

Annual financial statements, appropriation of net income, public-benefit purpose

- (1) Annual financial statements and the management report shall be prepared in

accordance with the provisions of the Third Book of the German Commercial Code (*Drittes Buch des Handelsgesetzbuches*) applicable for large corporations, and submitted to the external auditor and the Supervisory Board. Rights are assigned to the Federal Government under Section 53 of the German Budgetary Principles Act (*Haushaltsgrundsätze-gesetz*); the Federal Audit Office holds powers under Section 54 of the German Budgetary Principles Act.

- (2) The Shareholders' Meeting shall approve the annual financial statements within the first six months of the financial year and decide on the appropriation of net income.
- (3) The Supervisory Board shall be subject to the obligations detailed in Article 10(3).
- (4) Company funds, including any profits, may only be used for purposes in accordance with the Articles of Association. The Shareholder may not receive any share of the profits or any other sums from Company funds.
- (5) On its withdrawal from the Company or the dissolution of the Company, or in the event of discontinuance of the tax privileged purpose, the Shareholder shall not recover more than the value of its paid-in shares not generated through the capitalisation of reserves and the fair market value of any of its non-cash contributions.
- (6) No person may gain unfair advantage from payments contrary to the purpose of the Company or from excessive remuneration.

Article 16

Federal Public Corporate Governance Code

- (1) The Company has adopted the Public Corporate Governance Code promulgated by the Federal Government. The Management Board and the Supervisory Board shall annually confirm current and future compliance with the recommendations of the respective valid version of the German Public Corporate Governance Code. Sound reasons shall be given for any deviation from the recommendations. The statement will be made permanently and publicly available (on the Company website or in the electronic Federal Gazette [*Bundesanzeiger*]) and published as part of the corporate governance report. The annual audit shall also verify the submission and publication of the statement on the German Public Corporate Governance Code.
- (2) In addition to the compliance statement pursuant to Article 16(1), the corporate governance report published annually by the Management Board and the Supervisory Board shall also provide details of the total remuneration of each member of the

Management Board and each member of the Supervisory Board in clearly comprehensible form, itemised by name and specific components. Information shall also be provided on benefits granted to the members or former members of the Management Board in the event of termination of their activity or during the course of the financial year. Regarding remuneration to members of the Supervisory Board, itemised information shall also be provided on remuneration paid to the respective member or benefits granted by the Company for personally rendered services, particularly consulting or intermediary services.

Article 17

Company notices

Where not otherwise prescribed by law, notices of the Company shall be published in the Federal Gazette (*Bundesanzeiger*).

Article 18

Notification to the tax office of changes in the purpose of the Company

The tax office must be notified of changes in the purpose of the Company.

Article 19

Dissolution, termination or discontinuance of the public-benefit purpose of the Company

In the event of dissolution or termination of the Company or the discontinuance of tax-privileged purposes, the assets of the Company – where these exceed the paid-in shares of the Shareholder and the fair market value of its non-cash contributions – shall revert to KfW, which shall use these directly and solely for public-benefit purposes.

Article 20

Concluding provisions

Should any provision of this Agreement be invalid, unenforceable or incomplete, this shall remain without prejudice to the validity of the remainder of the Agreement. In this case, the parties to the Agreement shall replace the invalid, unenforceable or incomplete provision with a valid and enforceable provision most closely approximating the intended economic purpose of the invalid, unenforceable or incomplete provision.