

Berlin, November 2017

Articles of Association
of
Charging Interface Initiative e.V.

§ 1
Name and registered office

- (1) The Association bears the name of

Charging Interface Initiative e.V.

- (2) The registered office of the Association is in Berlin.
- (3) The Association is to be entered in the Trade and Companies Register of the District Court of Berlin-Charlottenburg.

§ 2
Purpose of the Association

- (1) The purpose of the Association is:
- a) to promote standards in the field of combined charging systems for charging electrical vehicles of all types in as many parts of the world as possible;
 - b) to define requirements for standards and for the certification of combined charging systems; and
 - c) to promote and prepare the introduction and diffusion of standards for combined charging systems in as many parts of the world as possible, together with all measures and services connected therewith.
- (2) The Association is entitled to carry out all transactions and measures, including establishing subsidiaries domestically and abroad, that are liable directly or indirectly to serve the purposes of the Association.

§ 3

Non-profit-making nature, Use of resources, No acquisition of title

- (1) The Association is non-profit-making in nature.
- (2) The Association's resources may be used only for purposes in line with the articles of association.
- (3) The members of the Association may not receive shares in profits and may not receive any other allocations from the Association's resources by virtue of their capacity as members.
- (4) The Association shall not acquire any title in the results of its activities and the activity of its members by virtue of and in connection with the Association.

§ 4

Types of members

- (1) The Association has founder members and regular members.
- (2) Founder members shall also be core members. Any person prepared to meet the specific duties for core members set out in these articles of association may also become a core member.

§ 5

Acquisition of membership, Admission fee

- (1) The members of the Association who are the initial signatories of these articles of association are the founder members.
- (2) In addition to the founder members, any legal or real person or association of legal and/or legal persons that can credibly commit to the purpose of the Association and is prepared to meet the duties associated with membership of the Association may become a member of the Association.
- (3) If a group as defined in § 15 German Companies Act (AktG) has only one founder member, a maximum of two companies associated with that founder member under § 15 AktG may become members of the Association via the simplified procedure. If a group as defined in § 15 AktG has two founder members, one further company associated with that founder member under § 15 AktG may become members of the Association via the simplified procedure. If a group as defined in § 15 AktG has three founder members, simplified admission to membership for companies associated with those members under § 15 AktG is not possible. Simplified admission is effected

by written declaration to the board of directors and shall take effect immediately when the declaration of admission is received. § 5.4 shall not apply.

- (4) Applications for membership must be submitted in writing to the board of directors. The board of directors will forward such applications immediately to the steering committee with a recommendation for a decision. The steering committee will rule on the application. This decision must be given within a period of three months after the application is received by the board of directors. The chairman of the steering committee will inform the board of directors immediately of the steering committee's decision. The board of directors will inform the applicant without delay whether its application has been accepted or refused. Refusals to grant applications do not need to be substantiated to take effect. Applications for membership of the Association may in particular be refused if there are grounds for suspecting the existence of a circumstance pertaining to the applicant that would lead to that applicant being excluded on substantive grounds under § 9.4.
- (5) The steering committee may impose an admission fee as a requirement for becoming a member and may adjust this admission fee at any time. The admission fee should in particular take account of the fact that new members, depending on their date of acceptance into the Association, may come to enjoy the rights and services of the Association and other benefits by virtue of their membership without having contributed to the previous expenditure of the Association. The admission fee is payable three weeks after the written statement from the board of directors that the application for membership is successful has been received by the applicant.

§ 6

Contributions

- (1) Members are obliged to contribute money and/or benefits in kind to the Association. Such benefits in kind will become the property of the Association. The liability of the Association for the loss or deterioration of the items contributed as benefits in kind is excluded.
- (2) Members are obliged to pay contributions in money. The financial contribution is levied as an annual contribution for each calendar year, and its amount will be determined by the General Meeting. The annual contribution may be determined for one calendar year or for several calendar years. Where an annual contribution is determined for one calendar year, it is payable in full one month after it has been determined, and where it has been determined for one or more subsequent calendar years, it is payable in full on the thirtieth banking working day (at the registered office of the Association) of the calendar year in question. For members joining the Association, the full annual contribution for the calendar year in which they join is payable six weeks after written notification from the board of directors to the member that its application for membership has been accepted.

- (3) Core members are furthermore obliged to make contributions in kind consisting of providing those of their own employees with specialised knowledge and abilities in an area relevant to the Association's purpose to collaborate with the corporate bodies and work groups of the Association free of charge. The scope of this duty should be of the same approximate size for all core members.
- (4) If an increase in the financial contribution or contribution of benefits in kind is approved, every member thereby obliged to pay the increased contribution shall be entitled to terminate its membership without notice. If membership is terminated without notice, the duty of the member concerned to pay the higher contribution will lapse, but its duty to pay the previous amount of the contribution remains unaffected.

§ 7

Special contributions, Cost allocation

- (1) The General Meeting may approve special contributions and cost allocations, which will be incumbent on the members as specified by the decision in question. This decision shall require a majority of three-quarters of the votes cast and additionally a majority of three-quarters of the votes cast by core members.
- (2) If a special contribution or a cost allocation is approved, every member concerned by that contribution or allocation shall be entitled to terminate their membership without notice. Any members terminating their membership without notice in this way will not be required to pay the special contribution or costs concerned.

§ 8

General rights and obligations of members

- (1) Every member is, as stipulated in detail in these articles of association,
 - a) obliged to further the purpose of the Association, particularly by assigning their employees to collaborate with working groups and by providing information free of charge, especially technical information, in the field pertaining to the Association's purpose, unless any defensible interests of the member weigh against providing such information;
 - b) entitled and obliged to collaborate with the Association's measures with regard to standards for combined charging systems for the charging of electrical vehicles of all types.
- (2) Core members additionally have further specific rights and obligations as set out in these articles of association.

- (3) Members are not obliged by virtue of their status as members of the Association to implement internally the standards for combined charging systems for the charging of electrical vehicles of all types.
- (4) Membership is not hereditary and cannot be transferred via singular succession. However, membership shall be transferred in the event of a merger, change in legal form or division to (potentially partial) universal successors.

§ 9

Termination of membership

- (1) Membership shall lapse through termination by the member, exclusion of the member, death of the member and (notwithstanding § 8.4(2)) dissolution of the member. If a member's membership is terminated, the Association shall continue with the remaining members.
- (2) Termination may be done solely by giving three months' notice to the end of a calendar year. The right to terminate without notice on substantial grounds and on the additional grounds set out herein remains unaffected. Termination must be made in writing to the board of directors in order to take effect.
- (3) Members of the Association may be excluded from the Association without notice on substantial grounds. Exclusion is pronounced by a decision of the steering committee, unless the General Meeting pronounces it under § 9.6. For votes of the steering committee, any member of the steering committee affected by a conflict of interest shall not be entitled to vote. The chairman of the steering committee will inform the member of their exclusion and of the grounds for it in writing without delay. The member concerned does not have to have received the decision of exclusion for that decision to take effect. Once a member has received notification of its exclusion, its rights and obligations as a member shall lapse, with the exception of the right under § 9.6 and the obligations to pay any financial contributions, special contributions and cost allocations due at the time of the notification.
- (4) Substantial grounds for exclusion shall include the following in particular:
 - a) if the member has wilfully or grossly negligently breached an essential obligation incumbent on it under these articles of association and has failed to remedy that breach despite having received a written warning to comply from the board of directors or the steering committee within a reasonable period of a maximum of 60 days after having received the notification;
 - b) if the member is more than one year in arrears with the payment of its annual contribution, a special contribution or a cost allocation;

- c) insolvency proceedings are brought in respect of the member's assets or an application to have insolvency proceedings brought in respect of the member's assets is rejected in a legally binding manner;
 - d) a senior executive of the member demonstrably performs an act or omission in connection with the membership of the Association that leads or is liable to lead to employees of that member or of third parties being penalised for fraud, deception, insolvency offences, offences under competition law, granting an undue advantage, bribery, accepting an undue advantage, accepting bribes or any other type of corruption and resulting in the activity and/or the reputation of the Association suffering a significant disadvantage;
 - e) if the member has harmed or damaged the Association or the Association's reputation in a similar gross manner.
- (5) The steering committee must have given the member concerned an opportunity to make a written statement before the decision to exclude them is taken.
- (6) Excluded members may contact the chairman of the steering committee in writing within the notice period for exclusion of one month from receipt of the notification of their exclusion to request that the exclusion be voted on during the next General Meeting instead of by the steering committee. Members subject to conflicts of interest shall not be entitled to vote in such decisions. The decision of the General Meeting shall require a majority of three-quarters of the votes cast by members entitled to vote and additionally a majority of three-quarters of the votes cast by core members entitled to vote.
- (7) If membership is terminated, the admission fee and any member contributions will not be refunded, even in part.

§ 10

Corporate bodies of the Association

The corporate bodies of the Association are: the General Meeting, the board of directors and the steering committee.

§ 11

General Meeting

- (1) The General meeting is convened by the chairman of the board in writing (including via e-mail) as an annual general meeting. This summons must include the place, date, time, order of business and complete text of the decisions to be submitted to the vote. If the annual statement of accounts are to be voted on, a copy of that statement of accounts must be appended to the summons. The summons must give notice of at least one month; this period is calculated to include the date on which it is sent and the date of the Meeting.
- (2) Any member may request that matters be placed on the order of business by contacting the board of directors in writing (including via e-mail) two weeks at the latest before the date of the Meeting. The board of directors must mention the matters at the beginning of the Meeting. The General Meeting will rule on whether to accept the matters.
- (3) The chairman of the steering committee shall chair the General Meeting. The chairman of the Meeting will lead the session. He is responsible for addressing the order of business and bringing matters to a vote, without having to follow the sequence of matters set out in the summons, and is responsible for the nature and process of voting.
- (4) Minutes must be taken in real time at the General Meeting and signed by the chairman of the Meeting, but these minutes shall not be a prerequisite for the validity of the decisions taken. The minutes should contain the following as a minimum: the place, date and beginning and end times for the General Meeting; the names of the participants; the names of the members present or represented; the order of business; the statement from the chairman that the meeting is quorate; the number of votes cast in favour of and against each decision and the number of abstentions; the manner and results of the voting; and the statement of the chairman on the decisions taken. Every member will receive a copy of the minutes without delay.
- (5) The board of directors or the steering committee may convene an extraordinary General Meeting if they deem it necessary. The board of directors must convene an extraordinary General Meeting if a request is made to convene at least ten percent of

all members or core members, or at least one founder member, or the steering committee, stating the purpose and the reasons; such requests must be made to the board of directors. The board of directors is not required to convene an extraordinary General Meeting if the exclusion of a member under § 9.6 is to be decided on. For the remainder, the procedure for convening extraordinary General Meetings under §§ 11.1 and 11.2 shall apply mutatis mutandis.

- (6) The General Meeting shall take place at the Association's registered office or at another location.

§ 12

Decisions of the General Meeting

- (1) The decisions of the members are taken during the General Meeting. Each member shall have one vote at the General Meeting.
- (2) Members of the Association may be represented at the General Meeting by the statutory corporate body representing them or by a designated representative of that member with written power of attorney to represent them in legal matters. The representative of a member of the Association may be a member of the board of directors or of the steering committee present at the General Meeting. The representative must furnish his power of attorney spontaneously to the chairman of the Meeting, unless the member in question is represented by its statutory corporate body. Powers of attorney can be granted for multiple General Meetings or for a specified or unspecified period of time. Representing several members simultaneously is permitted. Members represented under a power of attorney will be deemed to be present.
- (3) The General Assembly shall be quorate if it is properly convened and at least half of all core members are present. If it is not quorate, a new General Meeting must be convened with the same order of business in consideration of § 11.1. This second General meeting shall be quorate regardless of the number of members and core members present if a statement to this effect is made in the summons.
- (4) With the approval of all members, the General Meeting may take decisions without complying with the stipulations of §§ 11.1 and 11.2.
- (5) Decisions of the General Meeting require the simple majority of votes cast as well as a majority of three-quarters of the votes cast by core members, unless otherwise stipulated in these articles of association or if compelling statutory provisions impose a greater majority. Decisions to amend these articles of association, including to modify the purpose of the Association, shall require a majority of three-quarters of the votes cast and the unanimity of all votes cast by founder members.

- (6) The deadline for challenging decisions of the General Meeting in law shall be one month from the date of the Meeting. The date of the Meeting is not included when calculating this deadline.

§ 13

Board of directors

- (1) Only real persons can be members of the board of directors. The members of the board of directors are appointed and dismissed from the steering committee. The board of directors must have at least two members: the chairman and the treasurer. The steering committee may designate further members. Members of the board of directors may be dismissed at any time and without giving reasons. The treasurer may represent the chairman if the latter is unavailable.
- (2) Unless the steering committee stipulates otherwise when appointing a member of the board of directors, this appointment shall be for the period ending with the closure of the General Meeting that rules on granting discharge to the member of the board of directors in question for the first business year after the beginning of his office. The business year during which this office begins is not included for this purpose. Members of the board of directors may be appointed as many times as desired. When the period of office of the chairman or treasurer ends, the steering committee must designate a successor immediately.
- (3) Members of the board of directors perform their duties voluntarily. They receive no salary, although may claim their expenses on production of the appropriate receipts. The Association is not obliged to compensate its members for any expenditure incurred by those members with regard to the members of the board of directors.
- (4) Any member of the board of directors may resign from office by giving notice of one month, without having to give reasons, to the chairman of the steering committee. The right to resign immediately on substantial grounds remains unaffected.
- (5) The board of directors shall stipulate by decision. Decisions of the board of directors are taken during meetings. Members of the board of directors may, in justified exceptional circumstances and with the approval of the chairman, participate in meetings of the board via telephone or videoconference. Members of the board of directors who also do not participate in a meeting under § 13.5(2) may participate in the decision-making process by informing the chairman of their vote in writing (including by fax or e-mail) in advance.
- (6) The chairman may press for a decision of the board of directors by vote in writing, by fax or by e-mail – or by a combination of these means of communication – if no member of the board of directors objects within a period of three days or within a

reasonable period set by the chairman. The chairman will stipulate the specific details of the procedure.

- (7) Minutes must be taken of the decisions of the board of directors, but shall not be a prerequisite for those decisions to be valid. The minutes should contain the following as a minimum: the place and date of the meeting; the names of the participants and the manner of participation of the members of the board; the order of business; the number of votes cast for and against each decision and the number of abstentions; the manner and results of voting and the statement from the chairman on the decisions taken. Each member of the board of directors shall receive a copy of these minutes without delay.
- (8) Each member of the board has one vote in all decision-making. Decisions require the simple majority of all members of the board. In the event of parity of voting, the chairman shall have the casting vote; the other members of the board of directors do not have casting votes, even the treasurer if representing the chairman.

§ 14

Management and representation

- (1) The board of directors runs the business of the Association. The board of directors is responsible for all matters concerning the Association, unless those matters are placed within the responsibility of another body of the Association by a compelling legal provision or transferred to another body of the Association by these articles of association. Notwithstanding the board of director's overall responsibility, each member of the board has their own portfolio under their own responsibility as part of any proceedings approved by the board of directors or the steering committee. The board of directors may open a separate branch of the Association. This branch will be located at the residence of the chairman.
- (2) The Association is represented by the board of directors. The Association may be represented by two members of the board acting jointly if the board has more than one member.
- (3) The steering committee may decree that some or all members of the board are to be exempted in whole or in part from the restrictions of § 181 German Civil Code and allowed to represent the Association individually.
- (4) Members of the board of directors shall attend General Meetings.
- (5) The liability of board members to the Association is restricted to cases of wilful misconduct and gross negligence.

§ 15

Managing director

- (1) The steering committee may designate a managing director. The managing director will assign the managing director his tasks. The steering committee may stipulate that specific measures taken by the managing director shall not be implemented until they have been approved by the steering committee or the board of directors. The managing director can be dismissed by the steering committee at any time and without giving reasons.
- (2) The board of directors may conclude a service contract with the managing director and may in particular agree on a remuneration with the managing director for the latter's efforts. The conclusion, modification and termination of any such service contract will require the approval of the steering committee.

§ 16

Steering committee – composition and term of office

- (1) Only real persons can be members of the steering committee. The steering committee is composed of ex officio members of the board during their term of office and between five and fifteen further members, unless the exception under § 16.4(2) applies.
- (2) Membership of the steering committee should be limited to those with particular knowledge and/or abilities in a field of relevance to the Association's purpose.
- (3) Members of the steering committee are appointed by the General Meeting, unless they are delegated by the board of directors or by the founder members. The term of office for the members of the steering committee appointed by the General Meeting will last until the end of the General Meeting that votes on whether to grant the members concerned discharge for the first business year after the beginning of their term in office. The business year during which this office begins is not included for this purpose. Members of the steering committee may be re-elected as often as desired.
- (4) Every founder member is entitled and obliged to delegate one person to the steering committee. A maximum of two companies associated with a founder member under § 15 AktG shall be entitled to delegate one person each to the steering committee; in this case, the maximum number of members of the steering committee set out in § 16.1(2) shall increase accordingly. Companies associated with each other for the purposes of § 15 AktG may delegate a total of three persons to the steering committee. The right to delegate includes the right to recall the member sent and to delegate his successor. The right to delegate and recall expire with the end of the membership of the member entitled to delegate. Some or all members of the steering committee may be dismissed by the General Meeting on substantial grounds. The term of office of steering committee members designated by the founder members is unlimited in time and ends when the member entitled to delegate ceases to be a member of the Association.

- (5) The chairman of the board of director is, as a member of the steering committee, simultaneously the chairman of the steering committee. The treasurer is, as a member of the steering committee, simultaneously the deputy chairman of the steering committee. If the board of directors consists of only one person, the steering committee shall appoint a deputy chairman of the steering committee from within its members. The chairman of the steering committee shall represent the steering committee. The steering committee will designate one of its members to represent the Association to the members of the board of directors. This representative will thus have the rights and duties of the chairman when the latter is unavailable.
- (6) Members of the steering committee work voluntarily. They receive no salary, although may claim their expenses on production of the appropriate receipts. The Association is not obliged to compensate members of the steering committee for their expenditure.
- (7) Any member of the steering committee may resign from office by giving notice of one month, without having to give reasons, to the chairman of the board of directors. The right to resign immediately on substantial grounds remains unaffected.

§ 17

Rights and duties of the steering committee

- (1) The steering committee determines how the Association will pursue its aims. The rights and duties imposed by operation of law on the General Meeting and the board of directors remain unaffected.
- (2) Members of the steering committee may not delegate their functions to other persons. The representation of steering committee members is however permitted notwithstanding the options for participation set out in § 18.3. Representatives may not be members of the board of directors of the Association and may not represent multiple steering committee members concurrently. This does not apply to the representation of multiple steering committee members that were delegated to the steering committee under §§ 16.3(1) and 16.4(2)(2) as associated companies for the purpose of § 15 AktG. Representatives need written power of attorney from the member of the steering committee they are supposed to be representing.
- (3) The steering committee shall meet on a regular basis, and at least once per calendar quarter.
- (4) The steering committee may impose rules of procedure for the steering committee and may amend and remove those rules.

- (5) The steering committee shall advise the board of directors. Each individual steering committee member may consult the books and documents and the assets of the Association and can thus verify individual members or appoint specific experts for given tasks. The costs will be borne by the Association.
- (6) The steering committee may impose rules of procedure for the board of directors and may amend and remove those rules. These rules of procedure may stipulate in particular which measures taken by the board of directors require the approval of the steering committee.
- (7) The steering committee may create one or more work groups, dissolve work groups, collate several work groups together and modify or end such collation. The steering committee determines the scope of the responsibilities of work groups and may change those responsibilities.
- (8) The steering committee advises and supervises the work groups.
- (9) The steering committee members are entitled to participate in the General Meeting. Steering committee members may become members of one or more work groups.
- (10) The steering committee may make proposals for decisions to the General Meeting. The General Meeting is not bound by any proposals from the steering committee.
- (11) Steering committee members are obliged to treat any information coming into their possession by virtue of their activities in the steering committee or in any other matter as confidential, unless the steering committee stipulates otherwise. Steering committee members may disclose confidential information or render it accessible only where obliged by law to do so, and the persons to whom it is disclosed must require the confidential information in order to perform the obligation incumbent on core members to further the purpose of the Association. Steering committee members are obliged to seek a decision from the steering committee in the event of doubt as to whether information should be treated as confidential. This duty of confidentiality shall continue for a period of three years after the end of membership of the steering committee.

§ 18
Decisions of the steering committee

- (1) The steering committee stipulates by decision.
- (2) The steering committee is quorate when all of its members have been summoned to appear at their most recently-known addresses and two-thirds of its members take part in the decision-making process.
- (3) Members of the steering committee may, in justified exceptional circumstances and with the approval of the chairman, participate in meetings of the committee via telephone or videoconference. Members of the steering committee who also do not participate in a meeting under § 18.3(1) may participate in the decision-making process by informing the chairman of their vote in writing (including by fax or e-mail) in advance. The chairman may press for a decision of the steering committee by vote in writing, by fax or by e-mail – or by a combination of these means of communication – if no member of the steering committee objects within a period of three days or within a reasonable period set by the chairman. The chairman will stipulate the specific details of the procedure.
- (4) Each member of the steering committee shall have one vote during the decision-making process. The voting rights of a member of the board as a steering committee member are excluded for decisions on their appointment or dismissal as member of the board, although not for decisions on the order of business for the board of directors.
- (5) Decisions of the steering committee need a majority of three-quarters of all members entitled to vote, unless any other majority is stipulated in these articles of association.
- (6) Minutes of the decisions of the steering committee must be taken, and must be signed by the chairman. The minutes are not a prerequisite for the validity of the decisions. The minutes should contain the following as a minimum: the place, date and beginning and end times for the meeting; the names of the participants; the names of the steering committee members present or represented; the order of business; the statement from the chairman that the meeting is quorate; the number of votes cast in favour of and against each decision and the number of abstentions; the manner and results of the voting; and the statement of the chairman on the decisions taken and any objections from members of the steering committee to the contents of the minutes. Each member of the steering committee shall receive a copy of these minutes without delay.

§ 19
Licence order

PLEASE NOTE: This is a translation for your convenience and not legally binding.
The legally binding document is the German version "Satzung des Charging Interface Initiative e. V."

The steering committee may approve an IP licence order for the Association. The decisions of the steering committee to grant, modify and repeal IP licence orders require the unanimity of all steering committee members.

§ 20

Financial year, Annual financial statement

- (1) The financial year is the calendar year. A short financial year will be constituted for the period until 31 December 2014.
- (2) The board of directors shall compile an annual financial statement for the previous financial year within four months of the end of that year in the form of an income and expenditure account, coupled with a report of activities, and shall submit these reports to the steering committee.
- (3) The steering committee shall examine this annual financial statement within one month of receiving it from the board of directors and shall report on the findings of its examination in writing or orally to the General Meeting. In the conclusion to its report, the steering committee must state whether any objections are to be raised following the results of its examination, and whether it approves the annual financial statement submitted by the board of directors.
- (4) The General Meeting will rule on whether to approve the annual financial statement. If the General Meeting approves the annual financial statement, the annual financial statement will be adopted.

§ 21

Dissolution and liquidation of the Association

- (1) The General Meeting shall decide on whether to dissolve or suspend the Association. These decisions shall require a majority of three-quarters of the votes cast and additionally a majority of three-quarters of the votes cast by core members.
- (2) The dissolution and liquidation of the Association must be approved if the purpose of the Association becomes impossible or is achieved, or if under reasonable consideration it can no longer be achieved or can be achieved only at disproportionate cost.
- (3) The members of the board of directors shall be the liquidators, unless the General Meeting rules otherwise. This decision shall require a majority of three-quarters of the votes cast and additionally a majority of three-quarters of the votes cast by core members.

- (4) Once the decision to dissolve has been taken, all liabilities of the Association must be met by making the best possible use of the Association's assets. Contributions in kind must be returned to the members that made them, where those contributions are still present in the assets of the Association. If contributions in kind are no longer present in the Association's assets or have suffered damage or deterioration since being contributed, the members concerned may not be compensated for the value or loss of value of those contributions.
- (5) If the Association is dissolved, the Association's assets will, after settlement of all liabilities and the restitution of the remaining contributions in kind to the members that made them, be divided equally among the members.
