

Bylaws of Center for the Cultivation of Technology gemeinnuetzige GmbH

Version current as of 15 July 2016

§ 1 Name, Place of Business, Fiscal Year

1. The name of the organization shall be Center for the Cultivation of Technology gemeinnuetzige GmbH.
2. Place of business and registered office is Berlin, Germany.
3. The location of the organization's administration is not tied to its place of business. A change to the organization's location of administration requires the shareholders' approval.
4. The company is formed for an indefinite period of time. The financial year is the calendar year. The first year is a short fiscal year, beginning with the company's registration in the commercial register and ends on 31 December of the year of registration.

§ 2 Purpose of the Corporation

1. The corporation solely and directly pursues charitable purposes in the sense of §§51ff Abgabenordnung.
2. The purpose of the corporation is the research and development of free and open technologies. Free and open technologies are understood to be exclusively developments whose results are made transparent and which, including design and construction plans, source code and documentation, are made available free and without licensing costs to the general public. These purposes are fulfilled in particular through the following means:

- a) The promotion of science and research.

Via support of and implementation of national and international research projects in the field of free and open technologies; the operation of the associated necessary infrastructure and the timely provision of research results to the public; the organization and execution of scientific events (for example, meetings, workshops, conferences) as well as the promotion of national and international cooperation in research and development in the above areas, e.g. through networking among projects and the provision of joint infrastructure; the development, construction and operation of suitable communication tools or media that further the support of science and research (such as suitable Internet platforms, print media, newsletters, etc., which communicate research results and make them accessible);

- b) consumer advice and consumer protection.

This is achieved in particular through the organization and implementation of consumer counseling, inter alia concerning the benefits and applications of free and open technologies for consumers, and the protection of consumers from technologies that disregard their rights and freedoms;

- c) education, including adult and vocational education, and student aid.

This is achieved in particular through the organization and implementation of public education events, the development, construction and operation of suitable communication tools or media that further the support of education (such as suitable Internet platforms, print media, newsletters, etc., which communicate educational content and make it accessible); the granting of scholarships that are suitable to promote the charitable purposes mentioned here; the scholarships are in principle available to the public, their award and associated award criteria will be published in due time;

- d) the promotion of art and culture.

This is achieved in particular through the organization and implementation of artistic and cultural projects as well as the award of prizes for outstanding artistic and cultural work or works in the area of free technologies, such as installations, performances, visual art and text works that address the relationship between technology, people, and freedom; these prizes are in principle available to the public, their award and the respective award criteria will be published in due time;

- e) the promotion of civic engagement in favor of the aforementioned non-profit purposes.

This is achieved in particular through the development, construction and operation of suitable communication tools or media that further civic engagement (such as suitable Internet platforms, print media, newsletters, etc., which strengthen and connect civil society initiatives);

- f) the national and international soliciting of funds - in the form of money, goods or labor services - to finance and implement the aforementioned charitable projects at home and abroad.

- 3. The company is entitled to establish branches, to invest in other companies, to acquire, to hold, manage and dispose of such shares, and to induce any other measures that are likely to promote the stated charitable purpose of the company.

§ 3 Charitable and non-profit purpose

1. The company is non-profit; it does not primarily pursue its own economic purposes.
2. The charitable purposes stated above need not be achieved at the same time and to the same extent.
3. The funds of the company may only be used for statutory purposes. The company may also provide other tax-privileged companies, corporations, institutions and foundations or appropriate public authorities or institutions with financial or material resources if these bodies make use of the means provided to promote activities according to the purposes of this company.
4. The company may pursue and achieve its purposes itself, or realize them through auxiliary personnel, or, within the bounds of tax regulations, through passing funds to or raising funds for other tax-privileged companies, corporations, institutions and foundations or appropriate public authorities.
5. Reserves may be formed within the limits of what is legally permissible in relation to charitable purposes.
6. The shareholders may not receive any profit shares and in their capacity as shareholders no other benefit from the assets of the company, unless they themselves are tax exempt bodies in the sense of §§ 51ff Abgabenordnung. Upon their departure from the company or upon its dissolution or loss of tax-privileged purposes, the shareholders will receive back no more than their paid-up capital shares and the market value of their payments in kind.
7. The company may not favor any legal or natural person by expenditures which are alien to the purpose of the company, or by disproportionately high subsidies, benefits or remuneration.

§ 4 Share capital

1. The share capital of the company amounts to EUR 25,000 € (twenty-five thousand Euros).
2. The Renewable Freedom Foundation (Stiftung Erneuerbare Freiheit, Ingolstadt), assumes the sole share with the serial number 1 in nominal value of EUR 25,000.
3. The contribution to the business share is to be paid in cash and in full immediately due for payment.

§ 5 Liquidation

Upon dissolution of the company or loss of its tax-privileged purposes, the assets of the company, insofar as they exceed the paid-up capital attributable to

shareholders and the market value of their payments in-kind, fall to the Renewable Freedom Foundation (Stiftung Erneuerbare Freiheit, Ingolstadt), which it must use directly and exclusively for charitable purposes.

§ 6 Managing Director

1. The company has one or more managing directors.
2. The managing directors are appointed and removed by shareholders' resolution.
3. Responsibility for the conclusion, modification or termination of service agreements with managing directors lies with the general meeting of shareholders.
4. The legal requirements of charitable and non-profit law and regulations must be observed. The managing directors receive compensation for expenses and an adequate remuneration within the limits of what is legally permissible within these laws and regulations.

§ 7 Management

1. The managing directors are obliged to conduct the affairs of the company in accordance with the law, with these bylaws in its current version, with rules of procedures in case such are implemented and approved by the shareholders' meeting, and with the decisions and instructions of the general meeting.
2. To the extent that rules of procedures approved by the shareholders' meeting do not regulate otherwise, two or more managing directors, without prejudice to their powers of outward representation of the company, are only authorized to jointly manage the affairs of the company.
3. A business plan to be drawn up annually for the coming fiscal year can be made conditional on the shareholders' approval, and all other transactions and measures undertaken by the managing directors can be made conditional on prior approval by the shareholders. These conditions can be set down by shareholder resolution in individual directives or in the form of establishing a catalog of transactions requiring such approval, or in rules of procedures for the management adopted by the shareholders.

§ 8 Representation of the company

1. In case the company is managed by only one managing director, the company is represented by this managing director. In case the company is managed by more than one managing director, it is represented by two managers acting jointly or by a managing director together with an authorized signatory.

2. The managing director or, where several managing directors are present, individual, several or all of them can be granted the authority to sole representation and / or an exemption from the restrictions of § 181 BGB by resolution of the shareholders' meeting.
3. The above provisions apply to the liquidators of the company accordingly. If the company is liquidated by the previous managers pursuant to § 66 para. 1 GmbHG, their specific powers of representation continue in their role as liquidators.

§ 9 Minutes of shareholders' resolutions

Where shareholders' resolutions do not require notarization, the shareholders have to produce and sign minutes of such shareholders' resolutions immediately.

§ 10 Financial statements

1. The statutory provisions apply to the preparation of financial statements.
2. As regards the results of the financial year, the statutory provisions shall also apply. Gains are not distributable but only to be used for statutory purposes. Reserve funds are only allowed within the bounds not compromising charitable status as regulated in §§ 58 no. 6, 7 Aabgabenordnung.

§ 11 Advisory council

1. The company may appoint an advisory board, which advises and supports the managing directors in carrying out their tasks.
2. In particular, the members of the advisory board shall give advice systematically on professional and managerial issues, shall be available for internal and external events, and establish important contacts for the development of the company.
3. The advisory council does not receive any formal or substantive decision-making powers. In this respect it is not a committee of the company and bears no liability risk.
4. The members of the board are appointed by the company. Their term of office runs until resignation or dismissal, which are possible at any time.

§ 12 Announcements

Company announcements are made only in the Federal Gazette for the Federal Republic of Germany (Bundesanzeiger für die Bundesrepublik Deutschland).

§ 13 Jurisdiction

Place of jurisdiction is the company's registered office.

§ 14 Final provisions

1. Whenever this contract offers no particular regulations, the statutory provisions apply.
2. Should individual provisions hereof be wholly or partly ineffective, this in no way affects the validity of the remaining provisions. The invalid, void or contestable term is to be interpreted or changed by amendment or supplement in such a way that the aim that it pursues in the context of the statutory provisions is achieved as far as possible. The same applies in the presence of gaps.
3. The company assumes the preliminary expenses (notary and registry court fees, costs of publication, and the cost of consultation on establishment) up to the amount of EUR 2,500.