

Statutes of KI Park e.V.

Berlin-Charlottenburg Local Court
Register of associations no.: VR 39326 B
Tax ID.: 27/640/61682

These Statutes were adopted by the general meeting of KI Park e.V. on May 16, 2024.

§ 1 Name, Registered Office, Fiscal Year

1. The association has the name “KI Park” and shall be registered in the register of associations; after registration it shall bear the suffix “e. V.”
2. The association is registered in Berlin.
3. The business year is the calendar year.
4. The association is politically, ethnically, and denominationally neutral. In these Statutes, if function designations are used, they apply to every gender.
5. The association may participate in other societies or establish its own subsidiaries, provided that this is conducive to the fulfillment of its purpose.

§ 2 Purpose of the association and tasks

1. The association exclusively and directly pursues non-profit purposes as defined in the section on “tax-privileged purposes” of the tax code. The association’s purpose is to promote science and research as well as public and professional education.
2. The purposes of the association shall be realized in particular through the creation of an open ecosystem with the aim of advancing solutions for the societal-industrial challenges arising in connection with the development and use of artificial intelligence (AI), through close research and development collaborations between partners from industry and academia and the associated transfer of knowledge and insights gained from research. This is to be realized in particular - and possibly also in cooperation with other tax-privileged corporations – through the following measures:
 - a) Organizing and holding events for the exchange of information between the members of the association and for the promotion of professional exchange between science, companies, civil society actors and institutions in general concerning the societal-industrial challenges related to the development and use of AI, as well as holding workshops and training or information events for the discussion of research results;
 - b) Creating open platforms for industrial-academic exchange concerning the socio-industrial challenges in connection with the development and use of AI;
 - c) Provision of generally accessible information on the socio-industrial challenges in connection with the development and use of AI, e.g. via web portals and social media, as well as publications (e.g. the AI Barometer);
 - d) Procurement and forwarding of funds to tax-privileged corporations or legal entities under public law for the promotion of science and research as well as popular and professional education;
 - e) Creation of the physical and organizational conditions for researching and developing leading-edge technologies in the field of AI, in particular for promoting science and research under research and development collaboration between partners from industry and science (joint R&D projects), e.g. by providing spatial, technical, and organizational infrastructure including contributing the expertise of members of the association.
 - f) Obtaining new scientific insights in connection with the development and use of AI, by offering and awarding prizes;

- g) Promotion of young scientists and the education of skilled professionals by creating the necessary physical and organizational conditions through the provision of spatial, technical, and organizational infrastructure as part of research collaborations with university institutions as well as through financial support, e.g. in the form of scholarships.
- 3. All results of the association's activities shall be published in a timely manner and freely accessible to the general public.
- 4. The association is furthermore authorized to take all measures that are suitable for promoting its purposes.

§ 3 Non-profit status

- 1. The association shall act selflessly and shall not primarily pursue economic purposes of its own.
- 2. The association's funds may only be used for the purposes stated in the Statutes. Members shall not receive any share of the profits and, in their capacity as members, shall not receive any other allocations from the association's funds.
- 3. No person may benefit from expenses which are alien to the purpose of the association or from disproportionately high remuneration.

§ 4 Membership, rights and duties

- 1. Natural or legal persons, commercial companies, authorities and foundations may become members of the association. The prerequisite for membership is that the member's activities are in accordance with the association's tasks and objectives.
- 2. All members have the rights and obligations laid down in these Statutes. They are obliged to observe the provisions of the Statutes and the resolutions of the General Assembly of Members and to support the association in achieving its objectives.
- 3. Members are obliged to pay the fixed (annual) membership fees on time. Founding members are exempt from ongoing membership fees; they pay only founding membership fees. The amount of the ongoing membership fees and the founding membership fees shall be determined by Rules of Contribution, which shall be set by the General Assembly with a 2/3 majority of the members present.
- 4. All members have the right to vote and to submit proposals to the executive bodies of the association. Members have the right to vote and the right to stand for election; each of these rights to be exercised by the person designated in accordance with clause 5 below. The exercise of the right to vote shall be suspended as long as the member is in arrears with the payment of the membership fee.
- 5. Members shall authorize natural persons, in particular employees, in writing to exercise their membership rights and membership obligations; these persons must belong to an appropriate hierarchical level within the member's organization.
- 6. Members have the right to be informed about the work carried out by the association. This does not include the disclosure of business secrets of third parties. Members are obliged to use confidential documents and information made available to them only for their own use, and to not divulge them to third parties. Disclosure to and use by the member's affiliated companies

within the meaning of §§ 15 ff. AktG (German Stock Corporation Act) is permissible, provided that these affiliated companies ensure appropriate confidentiality.

§ 5 Commencement and termination of membership

1. The Executive board decides on the written application for membership with a majority of 2/3 on the occasion of meetings of the Executive board or by circulation. Text form shall suffice to comply with the written form. Submitting an application implies that a prospective member accepts the Statutes and the Rules of Contribution and Rules of Procedure issued on their basis.
2. Membership begins on the day after the decision of the Executive board in accordance with §5 para. 1.
3. An appeal against a negative decision may be lodged, within one month from receipt of the written rejection, to the next ordinary general meeting; this meeting shall make the final decision.
4. Members are entitled to ordinary resignation with a notice period of six months to the end of the fiscal year. Notice of resignation shall be given in writing to the Chairman of the Administrative board.
5. The Administrative board can exclude members with a majority of 2/3 for important cause, if the behavior of the member grossly violates the Statutes or the interests of the association. Before a decision is made to exclude a member, the member must be given the opportunity to make a statement within a reasonable period of time; the member may use the services of an advisor who need not be a member of the association.
6. The member shall have the right of appeal to the General Meeting against the exclusion decision of the Administrative board. The appeal has a suspensive effect. The appeal must be lodged in writing with the Chairman of the Administrative board within one month of receipt of the exclusion decision. If the appeal is filed in time, the Administrative board shall convene the General Meeting within two months to decide on the appeal. If this does not happen, the exclusion resolution shall be deemed to have not been issued. If the member does not exercise the right of appeal against the exclusion resolution or if the member misses the deadline for appeal, the member thereby submits to the exclusion resolution with the consequence that the membership is deemed to be terminated.
7. All rights of the member expire with the termination of the membership. Membership shall be terminated by the dissolution of the member as a legal entity or its deletion from the Commercial Register, as well as by the resignation or exclusion of the member for good cause.

§ 6 Assets

1. The association's budget shall be drawn up by the Executive Board, taking into account the financial requirements for the following year.
2. The accounts for the respective past year of the association shall be audited annually by an auditor to be appointed by the General Meeting.

§ 7 Executive bodies

1. The executive bodies of the association are:
 - the General Meeting
 - the Administrative Board
 - the Executive Board
 - the Advisory Board
2. The Executive Board, the management, and the employees of the association office can work for pay. Apart from that, the members of the executive bodies of the association always work on a volunteer basis. They are entitled to reimbursement of their expenses against receipts, to an appropriate extent.
3. The members of the association's executive bodies are only liable for intent and gross negligence. To the extent that members of the executive bodies are active on an honorary or unpaid basis, however, they shall be liable only for intent.
4. Further details on the activities of the executive bodies are contained in the following regulations and the respective rules of procedure, which each executive body shall draw up for itself. The rules of procedure of the Executive Board require the approval of the Administrative Board. The rules of procedure of all other bodies shall require the approval of the General Meeting.

§ 8 General Meeting

1. The annual general meeting shall be convened by the chairman of the executive board, in the first half of the year if possible. The members shall be invited in text form at least two weeks prior to the date of the meeting, stating the agenda. The letter of invitation shall be deemed to have been received by the member if it is addressed to the last address made known to the Association by the member.
2. Any member of the Executive Board may call an extraordinary general meeting at any time. The chairman of the Executive Board is obliged to do so if the interest of the association requires it or if the convening is requested in writing by one third of the members, stating the purpose and the reasons to the chairman of the Executive Board. The members are to be invited in text form with announcement of the agenda at least one week before the day of the extraordinary meeting of the members.
3. General meetings are not public.
4. The general meeting shall be chaired by the chairman of the board. If he is unable to do so, the deputy chairman shall chair the general meeting.
5. Each member has one vote. A member may be represented by another member or by the authorized representative of a member (§ 4 number 5) by issuing a written power of attorney; a member may represent a maximum of three other members.
6. The General Meeting shall constitute a quorum if it has been convened in due form and time and at least one quarter of all members are present. In the event that a quorum is not present, the Chairman of the Executive Board must convene a second General Meeting with the same agenda within two weeks. This meeting shall have a quorum regardless of the number of members present, which fact must be pointed out in the invitation. Attendance can also be provided by digital media, video conference systems, or similar.

7. Resolutions on amendments to the Statutes and on the dissolution of the association shall require a majority of 3/4 of the members present, unless otherwise provided by the Statutes. Amendments to the Statutes may not affect or cancel the tax privileges of the association. Insofar as they may affect the tax concession of the association, they must first be submitted to the responsible tax authority for a statement.
8. All other resolutions shall be passed by a simple majority of the members present or represented in accordance with § 8 number 5 sentence 2. In the event of a tie, a motion shall be deemed rejected. Abstentions shall be considered invalid votes for all resolutions. The chairman of the meeting shall decide on the method of voting; the vote must be conducted in writing if one third of the members present request this.
9. Any member may request in writing to the chairman of the board, no later than one week before the date of the general meeting, that additional matters be subsequently added to the agenda. The Chairman of the Executive Board shall announce the additions to the agenda to the members in writing or text form prior to the General Meeting. A matter that is not on the agenda cannot be discussed and decided upon at the meeting.
10. Minutes of the meetings shall be produced, and signed by the chairman of the meeting and the keeper of the minutes with the addition “for the record.” The minutes shall record the resolutions passed and the results of the voting.

§ 9 Responsibilities of the General Meeting

The general meeting is responsible for all matters, unless these are assigned to another executive body of the association, especially the Executive Board. This includes in particular the following matters:

- a. Matters of fundamental importance;
- b. Decisions on the membership fee schedule and the determination of the membership fee;
- c. Acceptance of the financial statement and the statement of accounts of the Executive Board as well as the discharge of the Executive Board and the Administrative Board;
- d. Amendments to the Statutes of Association and all other tasks submitted to it by the Executive Board as well as the tasks assigned to it under the Statutes of Association;
- e. Dissolution of the Association and use of its assets;
- f. Deciding on legal remedies in case of rejection of an application for membership or in case of exclusion of a member by the Administrative Board
- g. Election and dismissal of non-permanent members of the Administrative Board.

§ 10 Administrative Board

1. The Administrative Board shall consist of no fewer than seven persons. The members of the Administrative Board shall be well-known public figures or employees of an appropriate hierarchical level within the organization of the respective member, with the proviso that they either belong to the management of the respective organization or to the first management level below the management, or are other persons of competence for the topic of AI from business and industry (including start-ups), science and research, or politics and society.
2. The Administrative Board shall include one representative of each of the founding members

(permanent members of the Administrative Board). The representatives of the permanent members of the Administrative Board may be appointed or removed by the Founding Members at any time. In addition, the Administrative Board shall include non-permanent members. Non-permanent members who are subject to the independence rules of the United States Securities and Exchange Commission (“SEC”) and/or are audit clients of a Founding Member shall not have a majority on the Administrative Board.

3. The General Meeting regularly appoints non-permanent members of the Administrative Board for five years. An appointment beyond five years requires an objective reason. Such a reason exists if the member promotes the purpose of the Association in the sense of § 2 to a particular extent. Reappointment is permitted, but the service period is always limited to the duration of the member's membership. The non-permanent members of the Administrative Board may appoint and disappoint the persons representing them on the Administrative Board at any time. Suppose a non-permanent member of the Administrative Board resigns before his term of service. In that case, the next General Meeting shall elect a successor until the end of the scheduled duration of service. If a new election of the Administrative Board is not held in good time before the expiry of the period of service of the incumbent Administrative Board, the existing members of the Administrative Board shall remain until the new election has taken place.
4. The Administrative Board elects a Chairman (Chairman of the Administrative Board) and two Deputy Chairmen (Vice-Chairmen of the Administrative Board) from among its members.
5. The Administrative Board shall be responsible for the following tasks:
 - a. Election and dismissal of the Executive Board;
 - b. Monitoring and supervision of the Executive Board;
 - c. Review and approval of the budget, financial statements, and statement of accounts;
 - d. Exclusion and termination of members;
 - e. Representing the Association when concluding Executive Board contracts;
 - f. Passing resolutions on organizational matters of a fundamental nature;
 - g. Approval of important legal transactions of the Association;
 - h. Issuance of rules of procedure for the Administrative Board;
 - i. Approval of the rules of procedure for the Executive Board;
 - j. Proposals for the appointment of Advisory Boards.

The Administrative Board also has the task of promoting networking with business, science and research as well as politics, society, and the cultural domain.

6. The Administrative Board shall be convened by the Chairman of the Administrative Board at least once a year (ordinary meeting of the Administrative Board). The Chairman of the Administrative Board may also convene an extraordinary meeting of the Administrative Board at any time. In urgent cases, the Chairman of the Administrative Board may waive a meeting of the Administrative Board to bring about a resolution by the Administrative Board (in writing, in text form or by telephone).
7. The Administrative Board meeting shall constitute a quorum if it has been duly convened in text form at least two weeks prior to the date of the meeting and at least one third of its members are present. In the event that a quorum is not present, the Chairman of the Administrative Board must convene a second Administrative Board meeting with the same agenda within two weeks.

This meeting shall constitute a quorum regardless of the number of members present, which fact must be indicated in the invitation. Attendance can also be provided by digital media, video conferencing systems, or similar.

8. The meetings of the Administrative Board shall be chaired by the Chairman of the Administrative Board. In case he is unable to attend, one of the Vice-Chairmen (Vice-Presidents of the Administrative Board) shall chair the Administrative Board meeting.
9. The Administrative Board shall adopt its resolutions by simple majority. If a majority can be reached only by counting the votes of members who are subject to the independence rules of the SEC or who are audit clients of a founding member, the majority shall be deemed to have not been reached. In such a case, the proposed resolution shall be voted on again; the voting rights of the members subject to the independence rules of the SEC shall be suspended. Resolutions with a significant financial impact require the approval of the General Meeting. Minutes of the meetings shall be taken and signed by the chair of the Administrative Board meeting. The minutes shall record the resolutions passed, indicating the results of the voting.
10. The Administrative Board may appoint professional auditors to monitor the economic management of the Board. Each individual member of the Administrative Board shall have a comprehensive right to information and audit.
11. The Members of the Executive Board and the Managing Director shall have the right to attend the meetings of the Administrative Board. The Administrative Board may call in experts to its meetings if this serves to promote proper deliberation and decision-making by the Administrative Board.
12. Membership of the Administrative Board is honorary. A resolution of the General Meeting may determine whether and to what extent the members of the Administrative Board shall receive an expense allowance for their activities.
13. Further details of the activities of the Administrative Board are contained in the Administrative Board Rules of Procedure.

§ 11 Executive Board

1. The Executive Board is responsible for the management of the Association, in which it is bound by the provisions of the Statutes and the resolutions of the General Meeting and the Administrative Board. The Association shall be represented in and out of court by at least two members of the Executive Board.

The Executive Board in the sense of § 26 BGB (German Civil Code) consists up to five members, namely

- a. the Chairman of the Executive Board,
- b. the first Vice-Chairman of the Executive Board,
- c. the second Vice-Chairman of the Executive Board, who may use the title “Treasurer”, and
- d. up to two further members of the Executive Board.

The Executive Board may be expanded by resolution of the Administrative Board, but not earlier than two years after the establishment of the Association.

The Executive Board must be composed in such a way that Executive Board members who are

employed by companies that are subject to the independence rules of the SEC or that are required to maintain professional independence from each other shall not have a majority on the Executive Board. Furthermore, the Executive Board may not be composed in such a way that Executive Board members who are employed by companies that have a mandate to audit financial statements can have a majority.

In addition to their personal suitability, Executive Board members must also have proven expertise in the function they are to perform in the context of the Association's objectives, so that they can also contribute to the specialist committees and project groups.

The activities of the Executive Board are divided into departments; this division is set out in the Rules of Procedure.

2. The members of the Executive Board shall be elected in separate ballots by the Administrative Board, by a simple majority of the members present or represented at the meeting.
3. The terms of office shall be uniformly five years, unless otherwise determined by the General Meeting. However, the term of office of a member of the Executive Board shall not end before his or her successor in office has taken office, provided that a successor has been designated. Re-election (including multiple reelection) is permissible.
4. The office of a member of the Executive Board shall end
 - a. upon expiration of the term of office;
 - b. upon resignation from office by written notice to the Administrative Board;
 - c. by removal from office by the Administrative Board.
5. If a member of the Executive Board resigns before their term of office expires, their replacement shall be elected at the next meeting of the Administrative Board. The replacement election shall be valid for the remaining term of office of the resigned Executive Board member.
6. The Executive Board fulfills all tasks that are not reserved for the General Meeting or the Administrative Board. In particular, the Executive Board has the following tasks:
 - a. (Further) develop the KI Park vision and strategy and the organization of the association;
 - b. Prepare all matters to be submitted to the General Assembly or the Administrative Board;
 - c. Execute the decisions of the General Assembly and the Administrative Board;
 - d. Prepare the budget, financial statement, and statement of accounts for submission to the Administrative Board;
 - e. Appoint and dismiss the Managing Director and conclude the corresponding service contracts;
 - f. Evaluate the proposals and recommendations of the Advisory Board;
 - g. Supervise the Management.
 - h. Admission of new members
7. The handling of the Association's operational day-to-day business shall be incumbent on the Managing Director, who shall be supervised by the Executive Board. The appointment and dismissal of the Managing Director, and the conclusion of the corresponding service contracts by the Executive Board shall require the approval of the Administrative Board. The Management shall be entitled to employ one or more persons in the Management Office at standard market conditions, for the purpose of performing the management's operational tasks. The conclusion

of the service contracts with the Management Office employees shall be subject to approval by the Executive Board.

8. The Executive Board members, Managing Director, and Management Office employees may work for remuneration. The Administrative Board shall represent the Association in concluding the relevant service contracts with the members of the Executive Board.
9. Further details on the activities of the Executive Board are set out in the Executive Board Rules of Procedure.

§ 12 Advisory Board

1. An Advisory Board consisting of no fewer than five persons shall be formed to advise the Executive Board. Based on its special knowledge, the Advisory Board shall contribute to the fulfillment of the Association's purpose by providing recommendations and suggestions as well as by sharing its experience and making expert contributions. In particular, it shall advise on the annual work program and provide expert support to the Executive Board.
2. The provisions of the German Stock Corporation Act (AktG) concerning the Supervisory Board and Section 52 of the German Limited Liability Companies Act (GmbHG) shall not apply to the Advisory Board.
3. The members of the Advisory Board shall include representatives of public life, science, business, and public administration. Advisory Board members shall be appointed and dismissed by the Executive Board as proposed by the Administrative Board. They do not have to be members of the Association. Advisory Board members may receive remuneration as determined by the Administrative Board.
4. The Advisory Board shall elect a chairman and two deputies from among its members.
5. The advisory board shall meet as required, but at least once a year, for consultation. Members of the Executive Board and the Administrative Board and the Managing Director may attend the meetings. In individual cases, experts may be called in to attend the meetings.
6. The meetings of the Advisory Board shall be convened and chaired by the Chairman of the Advisory Board. The Advisory Board shall decide on its recommendations and suggestions by simple majority.
7. Minutes of the Advisory Board's deliberations shall be prepared, and signed by the Chairman of the Advisory Board. The suggestions and recommendations of the Advisory Board shall be included in the Executive Board's report.
8. Further details of the activities of the Advisory Board are contained in the Advisory Board Rules of Procedure.

§ 13 Expert committees and project groups

1. The Executive Board shall establish expert committees or working groups as well as project groups and initiatives on key topics. The operational day-to-day management of the specialist committees or working groups as well as project groups and initiatives shall be the responsibility of the Management.

2. Further details on the working methods, composition and tasks of the specialist committees or working groups as well as project groups and initiatives are set out in the Executive Board Rules of Procedure.

§ 14 Dissolution, Liquidator, Commitment of Assets

1. The dissolution of the association can only be resolved at a general meeting convened for this purpose, with a 3/4 majority of the members present.
2. This general meeting shall have a quorum only if two thirds of all members are present.
3. Unless the General Meeting decides otherwise, the Chairman of the Executive Board shall be the liquidator.
4. In case of dissolution or abolition of the corporation or in case of discontinuation of tax-privileged purposes, the assets shall be transferred to a tax-privileged corporation which shall use them directly and exclusively for purposes of science and research.

§ 15 Transitional provision

Should parts of the Articles of Incorporation be objected to by the Register Court or the tax office, the Executive Board is authorized to amend them in order to remedy the objection.