

ARTICLES OF ASSOCIATION

as amended by the
Annual General Meeting
on 14 March 2024

Pharma Deutschland e.V.

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Insofar as the generic masculine is used in these Articles of Association for reasons of better readability of personal designations and personal words, these terms apply to all genders.

Articles of Association

Pharma Deutschland e. V.

as amended by the General Meeting

14 March 2024

Preamble and definitions

For the purposes of these Articles of Association, the following terms shall have the meaning ascribed to them in accordance with the following definitions:

COMPANIES includes all natural persons, corporations and partnerships with their registered office and/or administrative headquarters in Germany (hereinafter referred to as “**companies**”).

ASSOCIATED COMPANIES are companies within the meaning of Sections 15 et seq. German Stock Corporation Act (AktG) with their registered office and/or administrative headquarters in Germany (hereinafter referred to as “**affiliated companies**”).

PHARMACEUTICAL PRODUCTS are human and veterinary medicinal products, material and dental medical devices as well as digital health and care applications, biocidal products, food for special medical purposes or Food Supplements (hereinafter referred to as “**Pharmaceutical Products**”).

PUBLIC REGISTERS are the company registers, commercial registers, association registers, professional registers, foundation registers and foundation directories (hereinafter referred to as “**Public Register**”) maintained in Germany.

MEMBERS are Ordinary Members, Associate (Supporting) Members and Honorary Chairmen (hereinafter referred to as “**Members**”).

THE MANAGING DIRECTOR is the Chief Executive Officer and any other managing directors who are responsible for the day-to-day management of Pharma Deutschland e. V. (hereinafter referred to as “**Management**”).

ANNUAL AUDITOR is an auditor or auditing firm within the meaning of Section 1 (1) of the German Auditors’ Act (hereinafter referred to as “**auditor**”).

§ 1 Name and registered office

1. The name of the association is “Pharma Deutschland e.V.” (hereinafter referred to as “Pharma Deutschland” or “the Association”).
2. Pharma Deutschland e. V. has its registered office in Bonn and is entered in the register of associations.
3. Pharma Deutschland e.V. has an office in Berlin and may also establish offices and branches in other locations.

§ 2 Purpose and tasks of the organisation

1. Pharma Deutschland e.V. represents the common interests of companies for pharmaceutical products both nationally and internationally, while observing and safeguarding their special obligations to the general public.
2. Pharma Deutschland e.V. is responsible for communicating with the public about the concerns of its member companies, current issues in the healthcare sector and the handling of pharmaceutical products using the appropriate journalistic means, which may also include the publication of its

own magazines in print and online format. Pharma Deutschland e.V. is intended to contribute to the further development of an efficient healthcare system by advocating the appropriate, needs-based and economical supply of high-quality pharmaceutical products to the population while maintaining market economy conditions. Pharma Deutschland e.V. is also committed to maintaining freedom of therapy, medical progress and plurality in the supply of pharmaceutical products as well as strengthening the personal responsibility of the population for a purposeful and economical use of pharmaceutical products and thus strengthening Germany as a pharmaceutical location.

3. Pharma Deutschland e.V. has the right to found companies, to acquire interests in companies or to sell interests in companies and to become a member of other associations insofar as this serves to realise the purpose of the association.

§ 3 Business year, place of fulfilment and legal venue

1. The financial year is the calendar year.
2. The place of fulfilment and legal venue for all claims of the Association against its members is Bonn.

§ 4 Membership

1. Ordinary members of the association can become: Companies entered in a public register that manufacture pharmaceutical products or are pharmaceutical entrepreneurs within the meaning of Section 4 (18) of the German Medicinal Products Act or other persons responsible for placing pharmaceutical products on the market.
2. Associate (supporting) members of the association can become: All companies that do not fulfil the requirements of a full member in accordance with paragraph 1 above and that are involved in the research, development and approval of pharmaceutical products themselves or on behalf of third parties. Anyone who is also a shareholder of a company that is not a member of the Association, but would be a full member if they joined, cannot become an associate (supporting) member.
3. Membership is acquired by submitting a written application and by acceptance of the application by the Board of Directors. If an application for

membership is rejected, the person concerned may appeal to the General Meeting within one month. The next ordinary general meeting shall make the final decision, excluding legal recourse.

4. Persons who have rendered outstanding services to the Association or the German healthcare system as Chairmen of the Board of Directors may be appointed Honorary Chairmen of the Association by resolution of the Board of Directors. Honorary Chairmen are not members of the Executive Board of the Association within the meaning of Section 10 of the Articles of Association. Persons appointed as honorary members up to the date of entry into force of these Articles of Association shall have all the rights and obligations of an honorary chairman.

§ 5 Rights and obligations of members

1. Ordinary members have participation and voting rights in the General Meeting and are also entitled to utilise advisory services provided by the Association that relate to the Association's purpose and tasks or whose content is defined separately in resolutions of the General Meeting. Each ordinary member has one vote. Affiliated companies that make use of a deviating standard contribution granted by the membership fee regulations or by resolution of the Executive Board are entitled to one vote in total at the General Meeting, regardless of the number of member companies. In this case, the affiliated companies shall determine by mutual agreement which member company shall exercise its voting rights at the respective General Meeting and whose voting rights shall be suspended. The decision as to which members will exercise their voting rights must be communicated to the Executive Board in advance or, at the latest, at the beginning of the General Meeting to the chairman of the meeting.
2. The Associate (Supporting) Members and the Honorary Chairmen have an advisory vote at the General Meeting; they can become members of committees in which they have a seat and a vote. They enjoy the protection of the Association in all matters relating to the advertising of therapeutic products and in special cases to be decided by the Board of Directors.
3. Ordinary members and associate (supporting) members are obliged to pay the membership fees specified in the applicable membership fee regulations. The exercise of the membership rights to

which the Association is entitled in accordance with these Articles of Association requires that the ordinary member or associate (supporting) member is not in arrears with the payment of the membership fees to the Association in accordance with the applicable membership fee regulations despite the due date. Honorary chairmen are exempt from paying membership fees.

4. All members are obliged to observe and implement the resolutions and positions of the Association and to provide the Association with information and documents insofar as this is necessary for the fulfilment of the purpose of the Association and the tasks of the Association as well as for the implementation of the resolutions and positions.
5. All members who place prescription-only medicinal products on the market and/or advertise them are obliged to maintain membership of a self-regulatory organisation. As part of this membership, they must in particular be obliged to comply with a code of conduct and rules of procedure according to which they carry out advertising measures truthfully, avoiding deceptive practices and conflicts of interest with healthcare professionals and in compliance with the applicable laws and regulations.

§ 6 Termination of membership

1. Every membership ends with a declaration of resignation. Notice of resignation must be given to the Association by registered letter with an notice period of six (6) months to the end of a calendar year and addressed to the management. The date of receipt of the notice of resignation is decisive for compliance with the deadline.
2. Membership and the obligation to pay membership fees (pro rata) shall end on the date of death, the filing of an insolvency petition or the company ceasing to exist.
3. Any member may be expelled from the Association with immediate effect by resolution of the Executive Board in the event of serious offences against the interests of the Association and in cases pursuant to Section 7 (2) of the Articles of Association (default on contributions) following a prior hearing. The exclusion resolution requires a majority of two thirds of the Board members present or duly represented at the Board meeting. The decision shall be notified to the member

concerned by registered letter, stating the reasons for expulsion. The member has the right to appeal against the resolution to the General Meeting.

§ 7 Membership fee

1. Annual membership fees are charged to members. The General Meeting shall adopt separate contribution regulations for this purpose. The membership fee regulations to be adopted may also specify special cases and modalities in which the membership fee is determined by the Executive Board.
2. If members are six (6) months in arrears with their obligation to pay the membership fee despite a reminder from the Executive Board, the Executive Board may exclude them from membership in accordance with Section 6 (3) of the Articles of Association, without the obligation to pay the membership fee lapsing.

§ 8 Administrative bodies

The bodies of Pharma Deutschland e.V. are the General Meeting and the Executive Board.

§ 9 General Meeting

1. The Annual General Meeting shall take place annually within the second half of the calendar year at a location in the Federal Republic of Germany to be determined by the Executive Board.
2. The General Meeting is responsible in particular for
 - a) the discharge of the Executive Board;
 - b) the discharge of the Executive Board;
 - c) approving the annual financial statements after taking note of the statement of accounts;
 - d) setting the budget for the following financial year;
 - e) the election of the Executive Board;
 - f) the election of two auditors;
 - g) the enactment of contribution regulations;
 - h) passing resolutions on amendments to the Articles of Association.

3. The General Meeting shall be convened in writing or in text form by email by the Executive Board, stating the agenda, time and place, with a notice period of at least two (2) weeks from the date of dispatch of the invitation to the member's last known address or email address. The day of the General Meeting itself shall not be counted.
4. Motions for the General Meeting – with the exception of a motion to amend the Articles of Association – must be submitted to the Executive Board at least two (2) weeks before the General Meeting. The same applies to motions on the agenda. However, the agenda may be extended during the General Meeting with the consent of the majority of the members present or duly represented. Motions for amendments to the Articles of Association by members must be submitted to the Executive Board three (3) months before the ordinary General Meeting and must be substantiated in writing.
5. Associate General Meetings may be convened by the Executive Board without observing the aforementioned deadlines if this is necessary to safeguard the interests of the Association. In any case, the requirement is deemed to be fulfilled if the associate general meeting is requested from the Executive Board by half of the members of the Executive Board or by half of all members of the association in writing or in text form by email, stating the reasons.
6. The General Meeting is chaired by the Chairman of the Executive Board. However, the Chairman of the Executive Board may, at his own discretion, appoint another member of the Executive Board to chair the General Meeting. Minutes must be taken of the General Meeting.
7. The General Meeting is quorate if at least a quarter of the members entitled to vote are present or duly represented. In the event of a lack of quorum, the Executive Board is obliged to convene a new General Meeting; this should take place no later than eight (8) weeks after the General Meeting without a quorum. This General Meeting is quorate regardless of the number of voting members present or duly represented. This must be indicated in the invitation to the second General Meeting.
8. Resolutions and elections at the General Meeting are passed by a simple majority of the valid votes cast, unless otherwise stipulated by law or the Articles of Association. In the event of a tie, the vote must be repeated. In the event of another tie in the repeat vote, the motion is deemed to have been rejected.
9. Amendments to the Articles of Association require a two-thirds majority of the votes cast. The dissolution of the Association can only be decided by four-fifths of the votes cast.
10. The manner of voting is determined by the chairperson of the meeting. Votes may be taken by secret ballot or openly at the discretion of the chairman of the meeting. However, voting must be by secret ballot if a majority of the members present or duly represented and entitled to vote so request. Resolutions on several items may be passed en bloc if this is appropriate and promotes the efficient conduct of the meeting. Elections, on the other hand, are always held individually. If several members stand for election, the person who receives the most votes is elected. By way of derogation from section 8 sentence 3, in the event of a tie, the election is to be repeated among these members until one person is elected.
11. Each member of the Association may be represented at the General Meeting by another member by means of written authorisation. Voting rights may only be transferred to ordinary members. The transfer of voting rights should be notified to the Executive Board or a person designated by the Executive Board in the invitation in writing or in text form by email up to two days before the General Meeting. A member may represent a maximum of ten other members.
12. General meetings may be held as purely virtual events by resolution of the Board of Directors, at which the members are simultaneously present virtually using electronic means of communication by means of video and audio transmission. The invitation to the General Meeting must include the technical details for the organisation and safeguarding of the exercise of members' rights.
13. Resolutions can also be passed outside general meetings if two thirds of the members entitled to vote declare their consent to the passing of resolutions without a general meeting in writing or in

text form by email. In these cases, the Executive Board determines the modalities of the resolution (e.g. electronic form, by email or circular resolution or a combination thereof). The result of such a resolution must be announced to all members.

§ 10 Executive Board

1. The Executive Board consists of:

- a) a chairman;
- b) up to five deputy chairmen;
- c) the treasurer;
- d) other members of the Executive Board.

The total size of the Executive Board should not exceed 20 members.

2. The Board of Directors elects the Chairman, the Deputy Chairmen and the Treasurer from among its members.
3. The Association is represented internally and externally in court and out of court by two members of the Executive Board, whereby one of the members of the Executive Board must be the Chairman or, if the Chairman is unable to attend, one of the Deputy Chairmen. The Executive Board conducts its business on its own responsibility. The Executive Board is responsible for the proper fulfilment of all tasks of the association. The Executive Board shall appoint a Chief Executive Officer within the scope of the provisions under § 13 below and may appoint further managing directors of the Association and have them represent it extrajudicially. The Executive Board can also appoint special representatives for certain areas in accordance with Section 30 BGB.
4. The Board of Directors decides on the formation of and participation in a company and on the sale of a participation in a company as well as on joining or leaving another association with a majority of two thirds of its members. Furthermore, the Executive Board decides accordingly on cooperation with other associations and organisations, unless the Executive Board delegates this to the management in certain cases.

5. Only natural persons who are shareholders, members of the Executive Board or management of an Ordinary Member or members of the Executive Board or management of a company affiliated with an Ordinary Member may be elected to the Executive Board. The Executive Board is elected by the General Meeting. Each company – and in the case of affiliated companies, the group of companies – should provide a maximum of one Executive Board member. The term of office of the Board of Directors is three (3) years. The current Board of Directors remains in office until the start of the term of office of the newly elected Board of Directors. Members of the Board of Directors may be re-elected. A member of the Executive Board shall resign from the Executive Board if he/she no longer exercises any of the aforementioned functions at an ordinary member or at a company affiliated with such a member or an affiliated company or if the membership of the ordinary member ends in accordance with Article 6 of the Articles of Association. In the case of Section 6 (1) of the Articles of Association, the date of receipt of the declaration of resignation is decisive for the departure of the Executive Board member.
6. The Board of Directors may adopt its own rules of procedure (rules of procedure of the Board of Directors).
7. The members of the Board of Directors work free of charge.

§ 11 Board meetings

1. Board meetings are convened at the discretion of the Chairman of the Board. Board meetings can be held both in person and purely virtually or in a combination of in-person and virtual (hybrid). They must be convened if the interests of the Association so require or if more than one third of the members of the Board of Directors request that a meeting of the Board of Directors be convened, stating the purpose and reasons in writing or in text form by email to the Chairman of the Board of Directors.
2. The meeting must be convened by the Chairman of the Executive Board or, if he is unable to do so, by a Deputy Chairman, in writing or in text form by email and with a reasonable notice period for all members of the Executive Board, stating the agenda, time and place. The meetings of the Board

of Directors are chaired by the Chairman of the Board of Directors and must be minuted. If the Chairman of the Board of Directors is not present, the members of the Board of Directors elect one of the Deputy Chairmen to chair the meeting.

3. A quorum is present at a meeting of the Board of Directors if at least half of the members of the Board of Directors are present or duly represented. In the event of a lack of quorum, the Chairman of the Board of Directors is obliged to convene a new Board meeting; this should take place no later than two (2) weeks after the Board meeting without a quorum. This Board meeting is quorate regardless of the number of Board members present or duly represented. This must be indicated in the invitation to the second Board meeting.
4. The Executive Board decides by majority vote. In the event of a tie, the vote of the Chairman of the Board of Directors or, in his absence, the vote of the chairperson of the meeting shall be decisive.
5. Resolutions may also be passed outside of Executive Board meetings if the Chairman of the Executive Board deems this to be expedient or if the interests of the Association so require. In such cases, the Chairman of the Board of Directors determines the modalities for passing resolutions outside of regular Board meetings (e.g. via telephone conference, in electronic form, by email or circular resolution or a combination thereof). The result of such a resolution must be announced to all members of the Board of Directors.
6. Each member of the Board of Directors may be represented at the Board meeting by another member of the Board of Directors by means of written authorisation and have their voting rights exercised by this member. Representation is only effective if the authorisation is presented to the Chairman of the Board of Directors or another person chairing the meeting at the beginning of the Board meeting. A member of the Executive Board may represent a maximum of five (5) other members of the Executive Board.

§ 12 Committees and bodies

1. The Board of Directors may appoint committees and other bodies to provide expert support for its work and that of the management.

2. The Board of Directors may adopt rules of procedure for the committees and bodies.
3. The members of the committees and bodies work free of charge.

§ 13 Management

1. The Executive Board appoints a Chief Executive Officer to manage the company and may also appoint additional managing directors. In its activities, the Executive Board is bound by the Articles of Association, the resolutions of the General Meeting and the resolutions of the Board of Directors.
2. The management must take into account the purpose of the association and the tasks of the association when conducting business. The Executive Board has the following tasks in particular:
 - a) Coordination of the association's work;
 - b) Disciplinary management of employees with the exception of the managing directors themselves, who are subject solely to the disciplinary management of the Executive Board;
 - c) Preparation of meetings and decisions of the Board of Directors;
 - d) Implementing the resolutions of the Association's bodies.
3. The Chief Executive Officer and the other Managing Directors receive remuneration for their activities to be determined by the Board of Directors.
4. With the approval of the Board of Directors, the Executive Board may adopt rules of procedure (rules of procedure for the Executive Board).

§ 14 Regional associations

1. Regional subdivisions can be established within the association. It is established by resolution of the Federal Executive Board.
2. The bodies of the regional associations are the General Assembly and the Executive Board. These are neither administrative bodies nor special representatives of the federal association. The regional

chairpersons of the newly established regional associations are appointed by the Federal Executive Board. The regional chairpersons are then appointed by the Federal Executive Board on the recommendation of the respective regional associations; as a rule, the Federal Executive Board should follow the recommendation of the regional association. The other members of the National Executive Board are elected by the general meetings of the regional associations. The bodies of the regional associations work free of charge.

3. The regional associations shall draw up their own statutes on the basis of model statutes to be determined by the federal association. The Articles of Association and subsequent amendments to the Articles of Association require the approval of the Federal Executive Board to become effective.
4. The regional associations support the work of the federal association in the fulfilment of the association's purpose and tasks, taking into account regional concerns and structures. They are obliged to cooperate closely with the office of the Federal Association.
5. Each member of the association belongs to the national association in whose area the member has its registered office/administrative headquarters. The statutes of the regional associations may also provide for regulations on membership and cooperation in several regional associations.

§ 15 Annual financial statements and accounting

1. The Association's business must be accounted for. The Association's expenditure and income are audited by two auditors. The statement of accounts must be signed by them. The General Meeting must be informed of the results of the statement of accounts. The Association prepares annual financial statements for each financial year, which consist of a statement of assets and a statement of income and expenditure.
2. The auditors are elected from among the members of the General Meeting and work free of charge. The term of office of the auditors is three (3) years.
3. The annual financial statements must be audited by an auditor. The General Meeting must be informed of the result of the audit.

§ 16 Data protection

The Association collects, processes and uses the personal data of its members and the members of the Executive Board to fulfil the purposes and tasks permitted under these Articles of Association in accordance with the applicable data protection regulations. The Executive Board shall adopt a separate data protection policy for this purpose.

§ 17 Resolution

Liquidation shall take place upon dissolution of the Association. Unless the General Meeting passes special resolutions, the Chairman of the Executive Board and his deputies are the liquidators of the Association. These must wind up the day-to-day business and make the remaining assets available to an organisation that meets the objectives of the association.

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