

# ARTICLES OF INCORPORATION

of

## Kardex Holding AG

in Zurich

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### I. Name, registered office, duration and objective of the company

#### § 1

<sup>1</sup> Under the name

Kardex Holding AG  
(Kardex Holding SA)  
(Kardex Holding Ltd)

a limited company is hereby incorporated for an indefinite duration with its registered office in Zurich, Canton of Zurich, pursuant to Art. 620 et seq. of the Swiss Code of Obligations (SCO).

## § 2

- <sup>1</sup> The objective of the company is to invest in businesses of all kinds both in Switzerland and abroad, in particular for the manufacture and distribution of computer-controlled automatic warehousing systems and other products for office and industrial use.
- <sup>2</sup> The company may enter into financing and all other transactions which appear conducive to the attainment of the corporate objective.

## II. Share capital

## § 3

- <sup>1</sup> The share capital of the company amounts to CHF 3 478 500, divided into 7 730 000 registered shares with a par value of CHF 0.45 each. The shares are fully paid up.
- <sup>2</sup> The shareholders may demand that the company issues a certificate for the shares in their possession. However, they are not entitled to the printing or delivery of share certificates. On the other hand, the company may, at any time, print and deliver certificates for shares. The company may, in any case, issue global certificates for a multiple of shares. The global certificate is jointly owned by all persons holding a participation in it, the degree of ownership being in proportion to their participation. Certificates bear the facsimile signature of the Chairman of the Board of Directors of the company.
- <sup>3</sup> The company may enter uncertificated shares in a separate register (book-entry rights register) in which the number and denomination of the uncertificated shares as well as the initial creditor are recorded. Entry in the book-entry rights register converts uncertificated shares into book-entry rights. The book-entry rights register is not open to the public. Entry in the share register does not establish book-entry rights.
- <sup>4</sup> Shares issued in certificated form may be deposited with a depositary and book-entry rights may be entered in such depositary's main register and credited to a securities account (book-entry securities).
- <sup>5</sup> Uncertificated shares and the rights derived from these shares, as well as any book-entry rights, may only be transferred by assignment. Such assignment is valid only if notified to the company. In respect of book-entry securities, all questions of disposal and the furnishing of collateral are governed solely by the Swiss Federal Law on Book-Entry Securities of 3 October 2008 (BEG).
- <sup>6</sup> The General Meeting may, at any time, resolve to convert registered shares into bearer shares and vice versa; bearer shares and registered shares may also be issued in parallel. Moreover, the company may, at any time and without the consent of the shareholders, convert shares issued in a particular form into a different form and in this connection demand that shareholders, usufructuaries or pledgees surrender to the company, or to a place determined by the company, the certificates intended for conversion.

<sup>7</sup> The company maintains a share ledger of the registered shares in which the names, addresses and nationalities (in the case of legal entities: the registered domicile) of the owners and usufructuaries are recorded.

<sup>8</sup> Vis-à-vis the company, shareholders or usufructuaries are deemed to be those persons who are registered as such in the share ledger.

<sup>9</sup> The shares are indivisible, and the company recognizes only one owner or usufructuary per share.

<sup>10</sup> The Board of Directors will register nominees entitled to vote in the share register if the nominees disclose the names, addresses, nationalities and shareholdings of the persons for whose account they hold the shares. Within the framework of the provisions of law, the Board of Directors is entitled to conclude agreements with nominees about the notification requirement, and can also authorize exceptions to the nominee provision on a case by case basis.

<sup>11</sup> Entry in the share ledger is conditional upon proof of a formally correct transfer. The company may refuse to register a shareholder with voting rights if the purchaser does not expressly declare upon demand that he/she is holding the shares in his/her own name and for his/her own account.

<sup>12</sup> The Board of Directors is entitled to delete an entry in the share register with retroactive effect from the date of that entry if such entry was based on false information. It may interrogate the shareholder or usufructuary in question in advance. In any case, the shareholder or usufructuary must be informed about the deletion without delay.

<sup>13</sup> In the invitation to the General Meeting, the Board of Directors states the cut-off date by which shareholders must be entered in the share register to be entitled to participate in and vote at the meeting.

#### § 4

<sup>1</sup> A purchaser of shares in the company is obliged to submit a public purchase offer pursuant to Art. 135 of the Swiss Financial Market Infrastructure Act (FMIA) only if the limit of 49% of the voting rights in the company is exceeded.

### III. Organisation of the company

#### § 5

<sup>1</sup> The governing and executive bodies of the company are:

A. General Meeting

B. Board of Directors and Management Board

C. Auditors

## A. General Meeting

### § 6

- <sup>1</sup> The General Meeting of shareholders is the supreme governing body of the company.
- <sup>2</sup> It has the following non-transferable powers in particular:
- a. amendment of the Articles of Incorporation;
  - b. approval of the annual report or management discussion and analysis (MD&A), the annual financial statements and the consolidated financial statements after a prior report by the Board of Directors and the auditors;
  - c. resolution on the appropriation of the balance-sheet profit;
  - d. granting discharge to the members of the Board of Directors and the Management Board;
  - e. election of the members of the Board of Directors, the Chairman of the Board of Directors, the members of the Compensation and Nomination Committee, the auditors and the independent proxy;
  - f. approval of the compensation of the Board of Directors and the Management Board in accordance with § 18a of the Articles of Association;
  - g. decision on mergers and on the winding up and liquidation of the company, including the appointment of liquidators and the approval of the liquidation statement; and
  - h. resolution on proposals which are placed before the General Meeting by the Board of Directors, the auditors or shareholders and on all other matters which are reserved for the General Meeting by law or by the Articles of Incorporation.
- <sup>3</sup> Shareholders who represent at least 1 percent of the shares issued may make a written request for an item to be placed on the agenda, stating the proposals tabled by them. Any such proposal must be submitted to the Board of Directors not later than 40 days before the General Meeting.
- <sup>4</sup> No resolutions may be passed on proposals which have not been suitably announced, except for proposals to convene an extraordinary General Meeting or to perform a special audit.

### § 7

- <sup>1</sup> The ordinary General Meeting is held annually within 6 months of the end of the financial year at the registered office of the company or at any other place determined by the Board of Directors.
- <sup>2</sup> Extraordinary General Meetings may be convened by the Board of Directors or at the request of the auditors; such meetings must also be convened by the Board of Directors within 8 weeks if requested in writing by one or more shareholders representing at least one-tenth of the share capital, stating the agenda item and the motions.

## § 8

- <sup>1</sup> The General Meeting must be convened by publication in the organ of publication at least 20 days before the date on which the meeting is due to be held.
- <sup>2</sup> The invitation to attend must contain the agenda and the motions of the Board of Directors and shareholders who have asked for a General Meeting to be held or for a particular item to be placed on the agenda.

## § 9

- <sup>1</sup> Shareholders may arrange, by written power of attorney, to be represented at the General Meeting by an independent representative, another shareholder with voting rights or a third party.
- <sup>2</sup> The Board of Directors will set out the requirements for powers of attorney and instructions and may also provide for the issuing of powers of attorney and instructions to the independent representative by electronic means without a qualified electronic signature.
- <sup>3</sup> The Chairman of the General Meeting will make any decisions on compliance with the requirements for powers of attorney and instructions at the respective General Meeting. The general instruction to vote in favour of the proposals of the Board of Directors in respect of proposals which are announced and/or not announced in the invitation to attend the meeting is deemed to be a valid instruction for the exercise of voting rights.

## § 10

- <sup>1</sup> Each share entitles the holder to one vote.

## § 11

- <sup>1</sup> The General Meeting passes its resolutions and holds its elections by an absolute majority of the votes cast (abstentions, blank and invalid votes are not classed as cast), save where otherwise stipulated by binding provision of the law or the Articles of Incorporation. If votes are tied, the Chairman has the casting vote.
- <sup>2</sup> Voting on motions and nominations for elections is done by open ballot unless shareholders who together represent at least 2 per cent of all the votes represented ask for a secret ballot or the Chairman orders such a ballot.
- <sup>3</sup> The Board of Directors may also arrange for votes to be cast electronically at the General Meeting or individual voting sessions.

## § 12

- <sup>1</sup> The General Meeting is chaired by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman or another member of the Board of Directors.
- <sup>2</sup> The Chairman appoints the Secretary and the vote counters.

<sup>3</sup> The minutes are signed by the Chairman and the Secretary, after which they are deemed to have been approved. The shareholders are entitled to inspect the minutes.

## **B. Board of Directors and Management Board**

### § 13

<sup>1</sup> The Board of Directors consists of 3 to 7 members.

<sup>2</sup> The term of office of every member of the Board of Directors is 1 year; it ends at the close of the next ordinary General Meeting. Re-election is permitted without restriction. If by-elections are held, new members serve out the term of office of their predecessors.

<sup>3</sup> Members of the Board of Directors automatically step down from the Board of Directors once they reach the age of 70, whereby they leave the Board at the close of the next ordinary General Meeting after reaching age 70.

<sup>4</sup> The number of mandates which members of the Board of Directors may hold in the highest management and governing bodies of legal entities outside the Kardex Group which are entered in the commercial register or a comparable foreign register is limited to five mandates in listed companies, ten mandates in unlisted companies, and fifteen mandates in other legal entities such as foundations and associations. Mandates fulfilled in different legal entities of one and the same group or legal entity or fulfilled on behalf of this group will be considered collectively as one mandate. These limitations may be temporarily exceeded by at most one mandate per category for a period of no longer than six months. If a member of the Board of Directors of the company is also a member of its Management Board, solely the rules for members of the Board of Directors apply with regard to the number of permissible activities.

<sup>5</sup> Subject to the exceptional approval from the Board of Directors, the number of mandates in the highest management and governing bodies of legal entities outside the Kardex Group which are entered in the commercial register or a comparable foreign register is limited to ten mandates for members of the Management Board, of which a maximum of two may be in listed companies. Mandates fulfilled in different legal entities of one and the same group or legal entity or fulfilled on behalf of this group will be considered collectively as one mandate. These limitations may be temporarily exceeded by at most one mandate per category for a period of no longer than six months.

### § 14

<sup>1</sup> The Board of Directors constitutes itself subject to the powers vested in the General Meeting.

<sup>2</sup> Subject to its non-transferable powers pursuant to the law and the Articles of Incorporation, the Board of Directors may assign the management of the company wholly or in part to one or more members or to natural third parties (management board) pursuant to organisational regulations.

<sup>3</sup> The Board of Directors issues organisational regulations for the internal organisation; these will in particular govern the duties and obligations of the members of the Management Board.

## § 15

<sup>1</sup> The Board of Directors meets at the invitation of the Chairman or the member who is representing him/her as a rule four times a year, as well as at the request of one of its members.

<sup>2</sup> Resolutions may be passed by circular letter unless one of the members asks for oral deliberation.

<sup>3</sup> The Board of Directors constitutes a quorum if the majority of the members of the Board of Directors is present. No quorum is required for resolutions to increase the authorized capital, amending and determining resolutions of the Board of Directors in connection with increases or reductions in capital and the conversion of the triggering event in the case of convertible capital.

<sup>4</sup> Resolutions are passed and elections decided by a majority of the votes cast. If votes are tied, the Chairman has the casting vote.

<sup>5</sup> Minutes of the proceedings and resolutions of the Board of Directors are written and signed by the Chairman and Secretary. The Secretary is appointed by the Board of Directors and need not necessarily be a member of the Board.

<sup>6</sup> Meetings of the Board of Directors may also be held by means of telephone or video conferencing.

## § 16

<sup>1</sup> The Board of Directors passes resolutions on all matters which are not reserved by the law or Articles of Incorporation for other governing bodies of the company.

<sup>2</sup> The Board of Directors has the following irrevocable and non-transferable duties:

1. Strategic management of the company and issuing of the necessary directives;
2. Determination of the organisational structure;
3. Definition of the accounting system, financial control and financial planning;
4. Appointment and dismissal of the persons responsible for management and representation and definition of their signatory powers;
5. Strategic supervision of the persons responsible for management with particular reference to compliance with the laws, Articles of Incorporation, regulations and directives;
6. Preparation of the annual report, the remuneration report and the General Meeting and implementation of its resolutions;
7. Giving notice to the judge if the company has contracted excessive debts; and
8. Resolutions on share capital increases and resulting amendments to the Articles of Incorporation.

## § 17

<sup>1</sup> The Compensation and Nomination Committee consists of 2 to 5 members of the Board of Directors. In respect of compensation, the Compensation and Nomination Committee is essentially vested with powers of proposal. It is vested with powers of enforcement only within the bounds of compensation already approved in principle by the General Meeting or the Board of Directors and insofar as this is provided for in the Articles of Incorporation. It is also responsible for employment and mandate contracts with members of the Board of Directors and Management. The maximum period of notice and maximum term of office stipulated respectively in said employment and mandate contracts may not exceed twelve months.

<sup>2</sup> The Board of Directors will set out any further responsibilities in organisational regulations or supplementary regulations. The Board of Directors may assign further duties and powers to the Compensation and Nomination Committee, in particular in matters relating to nominations, and in such case redesignate the committee.

## **C. Auditors**

### § 18

<sup>1</sup> The General Meeting must elect auditors pursuant to Art. 727b SCO. The auditors are elected for one-year terms of office; re-election is permitted.

<sup>2</sup> The remit of the auditors and their independence are governed by Art. 727 et seq. SCO.

## **IV. Compensation and contracts**

### § 18a

<sup>1</sup> The Board of Directors presents the General Meeting with annual motions for approval in relation to the maximum total amounts:

- a. The total compensation of the Board of Directors for the period until the next ordinary General Meeting in accordance with § 18b; and
- b. The total compensation of the Management Board for the financial year following the ordinary General Meeting in accordance with § 18c.

<sup>2</sup> The Board of Directors may present the General Meeting with motions regarding the maximum total amounts or individual compensation components for other periods for approval. The presentation of motions in relation to additional amounts for special compensation components and additional, conditional motions is also permissible.

<sup>3</sup> The Board of Directors will present the annual remuneration report to the General Meeting for consultative approval.

<sup>4</sup> Votes on the approval of the total compensation for the Board of Directors and the Management Board require an absolute majority of the votes cast, whereby abstentions, blank and



invalid votes are not classed as cast. If the General Meeting does not approve an amount, the Board of Directors decides upon how to proceed. It is, in particular, entitled to convene an extraordinary General Meeting or to specify a maximum total amount or several maximum partial amounts having taken into consideration all relevant factors and to present this/these to the next General Meeting for approval. Where maximum or partial amounts are established in this manner, the company may pay compensation, subject to the approval of the General Meeting.

#### § 18b

- <sup>1</sup> The compensation of the Board of Directors includes the compensation until the next ordinary General Meeting plus any estimated social security contributions and additional insurance contributions, as well as further fringe benefits of the company that qualify as compensation. The Board of Directors may entrust individual members with additional duties and compensate them in line with the market. If a member of the Board of Directors is also a member of the Management Board, solely the rules for members of the Management Board apply with regard to compensation.
- <sup>2</sup> The Board of Directors may decide to pay part of the compensation in the form of shares. In such case, the Board of Directors stipulates the conditions, including the grant date and the valuation, and establishes any applicable lock-up period.
- <sup>3</sup> The company may compensate any disadvantages incurred by the members of the Board of Directors in connection with procedures, processes or settlements as a result of their activities on behalf of the company or its subsidiaries. The company may also pay any such amounts in advance and conclude insurance policies.

#### § 18c

- <sup>1</sup> The compensation of the Management Board is made up of fixed and variable compensation components, estimated employer contributions to social security and contributions to welfare, pension and saving schemes, as well as similar arrangements and insurance contributions. The total compensation considers the role and level of responsibility of the recipient. § 18b paragraph 3 applies analogously.
- <sup>2</sup> The fixed compensation includes the basic compensation and other fringe benefits that qualify as compensation components. The variable compensation may include short-term and long-term compensation components.
- <sup>3</sup> The following fundamental principles must be considered with regard to the variable compensation:
  - a. The short-term, success-based compensation components are based on individual performance targets and/or the financial success of the company or one of its divisions. Target achievement is generally measured over a period of one year.
  - b. Long-term compensation components are based on objective performance values, which are aligned with strategic targets and generally have their achievement measured over a period of several years.

- <sup>4</sup> The Management Board compensation may be paid in the form of cash, shares, comparable instruments or units, or benefits or services in kind. The Board of Directors stipulates reasonable vesting conditions and periods, lock-up periods, amending and potential claw-back mechanisms as well as forfeiture conditions with regard to shares or comparable instruments and units issued as compensation.
- <sup>5</sup> The Board of Directors may provide that, as a result of pre-defined events (e.g. a change of control or the end of an employment relationship), vesting conditions and periods and/or lock-up periods are shortened or waived, compensation is paid subject to the assumption that the target I values are achieved or compensation is forfeited.

#### § 18d

- <sup>1</sup> Pension and benefit contributions to welfare institutions other than occupational pension schemes or similar international institutions on behalf of members of the Management Board are permissible and classed as compensation as defined by § 18c providing they have been approved by the General Meeting individually or as part of the overall amount.

#### § 18e

- <sup>1</sup> Compensation may be paid by the company or its subsidiaries.
- <sup>2</sup> The Board of Directors calculates the amounts using the same methods that are applied to the remuneration report and assesses allotments under the long-term plans on the grant date; where necessary or appropriate, the amounts may contain estimates and reserves for the unexpected as well as valuations. If currency fluctuations result in compensation amounts approved in Swiss francs but being paid in foreign currency exceeding the approved amount, such excesses are permissible.
- <sup>3</sup> Should members join the Management Board during a period for which the Management Board compensation has already been approved or take on additional duties, the company is entitled to pay an additional amount per member amounting to max. 40% of the approved total Management Board compensation amount if the approved total compensation amount is not sufficient to cover the compensation for this member. The additional amount paid does not have to be approved by the General Meeting and may be used for all forms of compensation, including compensations for any disadvantages caused by a change of role.

## **V. Annual financial statements and appropriation of profit**

### § 19

<sup>1</sup> The accounts and annual financial statements are closed on 31 December every year.

### § 20

<sup>1</sup> The balance sheet profit is placed at the free disposal of the General Meeting, subject to the statutory provisions.

### § 21

<sup>1</sup> The dividend is paid out after approval by the General Meeting.

<sup>2</sup> Dividends unclaimed within 5 years after the due date accrue to the statutory reserve fund.

### § 22

<sup>1</sup> In addition to the statutory general reserve fund, the General Meeting may also resolve to set up and write back voluntary reserves.

## **VI. Winding up and liquidation**

### § 23

<sup>1</sup> A decision to wind up and liquidate the company requires the consent of at least two-thirds of the represented share votes as well as the absolute majority of the represented nominal share values.

### § 24

<sup>1</sup> The provisions of the Swiss Code of Obligations apply to the liquidation procedure. The liquidators are entitled to sell the assets of the company by private contract.

## VII. Publication

### § 25

<sup>1</sup> The organ of publication is the Swiss Commercial Gazette. Communications are sent to registered shareholders electronically or to the addresses recorded in the share register.

Zurich, 14 April 2020