

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

approved at the general meeting on 26 November 1997 in Dusseldorf and amended by resolutions of the General Assembly on 15 April 1999, 31 January 2002, 27 March 2003, 05 December 2007, 7 May 2009, 25 November 2009, 18 May 2010, 22 November 2012 and 18 October 2022.

§ 1 Name, registered office and financial year

- (1) The association is named "Verband der Anbieter von Telekommunikations- und Mehrwertdiensten e. V." (VATM).
- (2) The association headquarters are in Berlin.
- (3) The fiscal year of the association aligns with the calendar year.

§ 2 Purpose and goals of the association

- (1) The association is a voluntary body of service companies from all areas of telecommunications and multimedia. These companies offer network, voice, data and/or value-added services as well as multimedia services for third parties. The purpose of the association is to advocate for its members in terms of policy, both nationally and internationally. It represents the direct interests of its members with a consistent focus on reaching a consensus.
- (2) The objectives of the association are:
 - a) To create and safeguard fair and competitive conditions in telecommunications.
 - b) To promote the economic activities of its members in the areas mentioned in subsection 1.
 - c) To maintain cooperation between its members and the other national and international sectors of the information and communication industry.
 - d) To promote the liberalization and deregulation process within the telecommunications market.

§ 3 Tasks of the association

To achieve the goals outlined in § 2, the association focuses on the following tasks:

- a) Development and coordination of the common interests of the "full" members in the specified fields.
- b) Promotion of the economic activities of its members in the market.

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

- c) Facilitation of the exchange of experience and information concerning developments in the aforementioned areas,
- d) Representing members in public, national and international authorities and legislative bodies, particularly the national regulatory authority, German and EU competition authorities, EU bodies, associations and other institutions.

§ 4 Membership

- (1) Membership is voluntary.
- (2) Any provider of telecommunications services and telecommunications-based services operating in Germany may become an ordinary member. This also applies to companies from all areas of telecommunications or multimedia sectors that depend, directly or indirectly, on access to or the provision of wholesale services by network operators. In exceptional cases, legal entities or joint ventures that are not telecommunications companies but whose activities focus on telecommunications or related fields may become full members for a limited period. The Executive Board shall determine if an exceptional case exists and the duration of such membership.
- (3) A company that does not meet the criteria of subsection 2, sentence 1, but controls a company as defined in § 17 of the German Stock Corporation Act (AktG), or forms a group with such a company, may become an ordinary member if its primary goal is to promote the business success of these companies.
- (4) Natural persons, legal entities and joint ventures that do not fall under subsection 2 or subsection 3 of the Statutes but are active in areas related to telecommunications, may apply to become associate members, provided that their membership promotes the interests of the association.
- (5) Natural persons scientifically active in the field of telecommunications or in related fields, as well as companies, may be admitted to the association as sponsoring/passive members. The Executive Board shall determine the membership fee for such cases on an individual basis.
- (6) Due to the unique competitive situation of Deutsche Telekom AG, neither it nor its affiliated companies are eligible for membership in the association.
- (7) The General Assembly may appoint natural persons as honorary members. These honorary members do not pay a membership fee and do not have voting rights. The rights and obligations from ordinary membership are not affected by honorary membership.

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

§ 5 Applications for membership

Applications for membership must be submitted in writing to the association's office. The Executive Board decides on the admission of new members based on a proposal from the management. The Executive Board reports on newly admitted members at the next General Assembly. The General Assembly may overturn the Executive Board's decision with a 2/3 majority of the votes cast.

§ 6 Rights and duties of the members

- (1) All full members have equal rights. Only full members are entitled to vote, stand for election, and submit proposals for the election of Executive Board members and substitute members. Each member has one vote. The right to vote and be elected is suspended if a member has not fulfilled their obligation to pay dues.
- (2) Members are entitled to the following rights:
 - a) To participate in the General Assembly and make motions.
 - b) To request information, advice and assistance from the association, within the scope of its capacities and competencies.
- (3) Members have the following duties:
 - a) To support the association in achieving its goals.
 - b) To uphold and promote the implementation of adopted resolutions, where possible.
 - c) To pay assessed contributions when due. If a member is in arrears with payment, the association is entitled to claim interest on the overdue amount and, if necessary, damages, in accordance with the statutory regulations.

§ 7 Termination of membership

- (1) Any member may terminate their membership with three months' notice period before the end of a quarter, by registered letter to the association's office.
- (2) Membership shall automatically lapse if the conditions for membership no longer apply, if insolvency proceedings are initiated against the member's assets, or if the association is dissolved. In the event that insolvency proceedings are initiated, membership may continue during the proceedings with the management's consent.
- (3) The exclusion of a member with immediate effect may be decided by the Executive Board with a three-quarters majority, if there is a valid reason. A valid reason includes, but is not limited to:
 - a) Gross or repeated violations of the statutes,

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

- b) Serious violation of the common interests of the members or of the association,
 - c) Non-payment of dues despite two reminders.
- (4) The member concerned may appeal the exclusion within four weeks, either in writing or in person at the association's office. The decision on the appeal will be made by the next ordinary General Assembly, with a two-thirds majority of the votes cast.
- (5) Termination of membership does not release the member from obligations already incurred towards the association. Upon termination, all rights to the association's assets shall expire.

§ 8 Bodies of the Association

The bodies of the association are:

- a) the General Assembly,
- b) the Executive Board (Presidium),
- c) the Management.

§ 9 General assembly

- (1) The ordinary general assembly shall be held at least once a year. The general assembly may also be held digitally, using electronic communication (e.g. by telephone or video conference), or as a hybrid meeting, combining physical presence and video conference/other media/telephone.
- (2) An extraordinary General Assembly must be convened if at least one-quarter of the ordinary members or two members of the Executive Board request it.
- (3) The General Assembly shall be convened by the managing director through a written invitation to the members, stating the agenda. The invitation for the ordinary General Assembly must be sent at least four weeks before the date of the meeting. For an extraordinary General Assembly, the invitation must be sent at least eight days before the meeting.
- (4) Additions to the agenda and motions may be submitted in writing by any full member to the office no later than one week before the meeting. The office shall promptly forward the additions to all members. Written and oral motions that were not announced with the agenda or submitted by a member on time can only be discussed and voted on if more than half of the members present or represented request this. Additionally, the agenda may be extended if two-thirds of the members present or represented consent.
- (5) The presidency of the General Assembly shall be held by the President or another member of the Executive Board and may be transferred to the Managing Director.

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

- (6) The General Assembly shall have the following powers, in particular:
 - a) Election of the Executive Board
 - b) Dismissal of members of the Executive Board
 - c) Acceptance of the statement of accounts from the Executive Board
 - d) Discharge of the Executive Board
 - e) Deciding on the amount of membership fees by adopting the fee regulations, as well as on special apportionments
 - f) Approval of the annual budget and financial statements of the association.
 - g) Decision on the Rules of Procedure for the Executive Board
 - h) Resolution on amendments to the Statutes of the association.
- (7) Unless otherwise specified in these Statutes, resolutions of the general Assembly shall be passed by a simple majority of the votes cast. Abstentions shall be considered as votes not cast. In the event of a tie, a motion is considered rejected.
- (8) Resolutions on amendments to the Statutes and procedural rules shall be passed by the general Assembly with a two-thirds majority of the votes cast. The general Assembly shall have a quorum for this purpose if at least two-thirds of the votes of all full members are represented, or if a decision on the same matter could not be taken at the previous general Assembly due to a lack of quorum, as long as this was noted in the meeting invitation.
- (9) Full members may be represented by a legal representative, an authorized signatory, an employee authorized in writing, or another member authorized in writing. A member may not represent more than three other members at the same time. Additionally, full members may participate in resolutions and elections by submitting written votes.
- (10) Elections of full members of the Executive Board and substitute members of the Executive Board shall be by secret ballot. For other matters, the chairman of the meeting shall determine the method of voting unless a majority requests a different voting procedure.
- (11) Minutes of the general Assembly shall be taken and signed by the chairman of the meeting and the keeper of the minutes, elected by the general Assembly.

§ 10 Executive Board (Presidium)

- (1) The Presidium is the Executive Board within the meaning of § 26 of the German Civil Code (BGB). It consists of a president, a vice-president and at least six but not more than eight additional members. A substitute member shall also be elected for each member of the Executive Board.
- (2) The Executive Board must represent the various business models within the association in a balanced manner. The following business models, in particular, must be considered:

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

- Access provider with local loop (via radio and fixed network);
 - Access providers without local loops, as well as resellers;
 - International carriers;
 - Mobile network operator;
 - Mobile service provider;
 - Value-added and directory assistance service providers;
 - Other service provider.
- (3) The term of office for members of the Executive Board is two years. Members may be re-elected multiple times.
- (4) Eligibility for the Executive Committee requires holding an executive or active function within the supervisory bodies of one of the ordinary members. The eligibility is also satisfied if the title of Executive Board member explicitly indicates that they perform a management-level function, particularly with the authority to issue directives in the member's company.
- (5) In consideration with the balance requirements for in subsection 2, the Executive Board shall propose the composition of the future Executive Board and its substitute members no later than 14 days before the General Assembly. Full members may submit alternative election proposals to the candidates proposed by the Executive Board until the General Assembly.
- (6) Following the election by the General Assembly, the Executive Board shall elect the President and Vice-President from among its members for its term.
- (7) Membership in the Executive Board shall end upon expiry of the term, dismissal by the General Assembly, resignation by written notice to the administrative office, or loss of eligibility as specified in subsection 5. If a member's appointment ends, a new member must be elected at the next ordinary General Assembly for the remaining term of the Executive Board. If less than eight weeks remain between the termination and the next General Assembly, the election may take place at the following General Assembly. In the interim, the elected substitute member will assume the role of the departing member of the Executive Board.
- (8) If a member leaves the association, all individuals affiliated with that member must vacate their positions in the Executive Board and other association bodies. The same applies if a person on the Executive Board or another association body ceases their affiliation to a member.

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

- (9) The association shall be represented in all judicial and extrajudicial matters by two members of the Executive Board, one of whom must be the President or the Vice-President.
- (10) Litigation initiated by the association requires a resolution of the General Assembly with a two-thirds majority. The exceptions are the judicial collection of unpaid membership dues and labor court disputes, which may be pursued by management with the approval of the Executive Board during normal business operations.
- (11) The Executive Board is responsible for the consultation on and coordinating the association's priorities. The president – or the vice-president if the president is unavailable – is responsible for presenting and communicating the members' interests externally, ensuring balanced representation. If consensus cannot be reached in the Executive Board, the dissenting vote for a vital interest of a full member shall be communicated as an exceptional case at the request of at least one member of the Executive Board, along with an explanation of the consequences if the member's interests are not considered. The Executive Board must regularly inform members about its activities, particularly regarding the public relations and the association's current and future work priorities.
- (12) Members of the Executive Board perform their duties on an honorary basis without reimbursement of expenses from the association. Substitution of members is not permitted.
- (13) The Executive Board may adopt rules of procedure, which must be approved by the general Assembly.

§ 11 Management

- (1) The association maintains an office for managing its ongoing business.
- (2) The Executive Board shall appoint a full-time Managing Director, who will be responsible for managing the association's affairs and reporting to the Executive Board. Any premature dismissal of the Managing Director requires unanimous consent from the Executive Board. The Managing Director shall be appointed for a term of two years, with the possibility of reappointment.
- (3) The Executive Director is accountable to the Executive Board and the general Assembly. Executive Director shall implement the resolutions of the Executive Board and the General Assembly and propose appropriate measures to the Executive Board to achieve the association's objectives. The Managing Director should participate in all meetings and negotiations of the association and has the right to attend meetings of the association's individual bodies.

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

- (4) In important administrative matters that require a decision by the general Assembly but cannot wait for its convening, the Managing Director is authorized to act provisionally without express authorization. The Managing Director is obliged to inform the Executive Board in writing without delay and to report to the next general Assembly.
- (5) Further details regarding the management of the association may be outlined in rules of procedure adopted by the Executive Board.

§ 12 Association work/working groups

With the aim of forming a unified opinion within the association, permanent working groups are established, as well as ad-hoc working groups on current important topics when needed. In principle, all ordinary members are entitled to participate in the meetings of the working groups and working parties. In the event of differences of opinion, § 10 subsection 11 (dissenting vote) shall apply mutatis mutandis to communication with the Executive Board. The Executive Board may decide on more detailed regulations for the working groups and working parties.

§ 13 Contributions

- (1) The amount of the membership fees is regulated by a fee schedule decided by the General Assembly. membership fee regulations and their amendments shall be decided by the General Assembly upon a unanimous proposal of the Executive Board with at least two-thirds of the votes cast. The General Assembly has a quorum if at least two-thirds of the votes of all full members are represented, or if the same change in membership fees could not be decided on in the previous general meeting due to lack of quorum, provided this was mentioned in the official meeting invitation. Changes to contributions may take effect at the earliest in the financial year following the meeting at which the resolution is passed.
- (2) The allocation of special expenses requires a separate agreement in each individual case.

§ 14 Accounting

- (1) The association's income and expenditure shall be accurately accounted for by the management.
- (2) The financial statements shall consist of a balance sheet and a statement of income and expenses.
- (3) Expenditures and the accounting of the association shall be audited by two cash auditors, proposed by the Executive Board and confirmed by the General Assembly. The auditors report their findings to the General Assembly.

STATUTES OF THE VERBAND DER ANBIETER VON TELEKOMMUNIKATIONS- UND MEHRWERTDIENSTEN E. V. (VATM)

- (4) The annual financial statements for each fiscal year shall be submitted to the ordinary General Assembly for approval.

§ 15 Merger and dissolution

- (1) The general Assembly shall decide on the merger of the Association with other associations, as well as its dissolution, with a three-quarters majority of the votes cast. The general Assembly shall have a quorum for this purpose if at least three-quarters of the votes of all full members are represented, or if a decision on the merger or dissolution could not be taken at the previous general Assembly due to a lack of quorum, provided that this was mentioned in the meeting invitation.
- (2) The General Assembly shall decide on the use of the association's assets. The association's assets may only be used for tax-privileged purposes within the meaning of § 4 (2) No. 4 of the German Non-Profit Regulation (Gemeinnützigkeitsverordnung). Beyond this, the associated members have no claim to a share of the association's assets.
- (3) The President and Vice-President shall serve as liquidators of the association to be dissolved, unless other liquidators are appointed by the General Assembly.

§ 16 Miscellaneous

- (1) The validity of these Statutes is governed by German law.
- (2) The place of jurisdiction for disputes concerning or arising from these Statutes is Berlin.