

§ 1 NAME AND SPHERE OF ACTIVITY

The Association has the name "Kreditschutzverband von 1870", is headquartered in Vienna and is entitled to establish branch offices.

§ 2 PURPOSE AND RESPONSIBILITY AND PROVISION OF FUNDS

The Association is a non-profit organisation. Its purpose is to protect any and all assets of its members and to further the interests of creditor protection in general. In particular, the activities of the Association are:

1. safeguarding the interests of members and protect creditors in general, both in Austria and abroad, by creating instruments for pro-active creditor protection. Within this framework, the Association provides information, tracks debtors and obligations, sends reminders and collects receivables by maintaining small and large registers of assets and running databases, using up-to-the-minute data and information technology, while observing all provisions of the Debt Protection Act. The Association also conducts market and public-opinion research and — if not expressly prohibited by statutory provisions — advises its members in economic and legal matters;
2. protecting the interests of members as creditors by reporting impending or actual debtor insolvency, especially through co-ordinated procedures (responsibility of the Creditors' Group); to keep creditors' claims from being prejudiced, e.g. when misleading information about liabilities is provided or assets are concealed to the detriment of the creditors; and to report dishonest debtors to the criminal justice system;
3. undertaking or proposing whatever measures necessary in insolvency proceedings to safeguard and satisfy creditor interests;
4. providing all types of escrow agent functions, receivership support, or assisting with the auditing, if such is either useful or required in pursuit of the above activities in the interest of the members;
5. promoting credit protection in every way, for instance by disseminating theoretical and practical expertise and experience;
6. achieving the purpose of the Association using the following intellectual and material resources. The activities mentioned in § 21.1 to 5 serve as intellectual resources. The required material resources required for this purpose shall be raised through membership fees or other charges.

§ 3 NAME AND SPHERE OF ACTIVITY

The Association has ordinary, associate and honorary members.

Ordinary members are:

domestic and foreign businesses or businessmen, i.e. natural persons and legal entities of all kinds.

Associate members are:

- natural persons and legal entities not entitled to grant commercial credit in their regular business operation
- public-law bodies
- registered associations under Austrian law

Natural persons who have been of particular service to the Association can become honorary members. To do so, they must be approved by a three-quarters majority of the General Meeting of Members based on a unanimous request by the Executive Board. Only someone who has served the Association as president can be elected honorary president. To do so, this person must be approved by a three-quarters majority of the General Meeting of members based on a unanimous request by the Executive Board.

§ 4 ACCEPTANCE AS MEMBERS

The Board of Directors decides on the request of applicants seeking membership in the Association in keeping with the directives issued for this purpose by the Executive Board. The application must state what kind of membership (ordinary or associate) is desired. New members must pay the application fee stipulated by the Executive Board.

§ 5 MEMBER'S RIGHTS AND DUTIES

Rights:

All members are entitled to participate in the Association's meetings and events and to use the facilities of the Association. Ordinary members have the right to vote at General Meeting of Members and enjoy both active and passive voting rights. Persons in leadership positions at ordinary-member firms (members of the supervisory board, personally liable partners, members of the executive board, managing directors, Prokurist [persons holding a general power of attorney under Austrian law]) who have not yet turned 75 are eligible for election to the bodies of the Association and may carry out the corresponding functions. Associate members have the right to vote in

the General Meeting of Members, but enjoy neither active nor passive voting rights. Every member has the right to request the Executive Board to provide him/her with a copy of the Articles of Association.

DUTIES:

All members are obliged to further the interests of the Association and to refrain from anything that could harm its reputation or purpose. They agree to observe the Articles of Association and decisions of the Association's bodies and to pay membership fees or other charges in accordance with the Articles of Association.

§ 6 MEMBERSHIP TERMINATES

- a. if the member gives notice of resignation (termination). For this notice to take effect as at the end of the calendar year, it must be made in writing and received by Kreditschutzverband von 1870 by no later than October 31st of the current year.
- b. if the member is expelled from the Association by a two-thirds majority ruling of the Executive Board;
- c. if the member dies, or his or her business is liquidated, or his or her business license is returned, or his or her business goes bankrupt.

The Articles of Association apply after the date of membership termination only insofar as the member is legally bound to statutory regulations for any unfinished matter involving the Creditors' Group, assuming the member is not relieved of this responsibility by the Creditors' Group.

All other rights and duties terminate once membership ends. Any and all unpaid fees (§ 5) are due for payment within four weeks of this date.

§ 7 BODIES OF THE ASSOCIATION (§§ 8-16)

- General Meeting of Members
- Executive Board
- Board of Directors

§ 8 GENERAL MEETING OF MEMBERS

The ordinary general meeting shall be held annually, if possible in the first six months of the association's year, or otherwise in any case in the remaining six months of the association's year, which corresponds to the calendar year. This meeting must be convened and the agenda must be published by the Executive Board three weeks before the date set in the Association's newsletter "Verbandsnachrichten" or in Wiener Zeitung.

If necessary, the Executive Board may convene an extraordinary General Meeting of Members. If one-fifth of the members make such a request, the board is required to do so within fourteen (14) days of such request. The President shall chair the General Meeting of Members of the Association. If he or she is unable to do so, one of the vice-presidents or another member of the Executive Board shall act as replacement; in an extraordinary General Meeting, any number of members is sufficient to establish a quorum.

The annual accounts and balance sheet as authorised and certified by the auditors of the Association must be made available for viewing in the office of the Association to members of the Association or their authorised representatives no later than two weeks before the regular General Meeting of Members is held.

The following fall within the responsibility of the General Meeting of Members:

- a. accepting the Association's annual activity report;
- b. setting of the membership fees;
- c. electing the Executive Board, auditors, members of the arbitration board;
- d. authorising the annual financial statement and approving the actions of the Board of Directors and Executive Board.
- e. deciding on any possible changes to the Articles of Association;
- f. appointing honorary members and honorary presidents;
- g. ruling on dissolving the Association.

For members to place a motion on the agenda of a General Meeting of Members, they must have the support of at least twenty (20) ordinary members or at least five (5) board members and the motion must be submitted to the Executive Board in written form no later than fourteen (14) days before the General Meeting of Members at the office of the Association. The same applies for election proposals ad lit. c).

With the exception of a vote on dissolving the Association, decisions are made by a simple majority of the votes. If there is a tie, the chairperson shall cast the deciding vote. To appoint honorary members, however, a three-quarters majority is required.

A quorum does not depend on the number of members present.

A motion to dissolve the Association must be supported by at least one-tenth of all members.

The Association may only be dissolved at a regular General Meeting of Members attended by two-thirds of all members in which three-fourths of those present vote in favour. Association members are entitled to be represented at the General Meeting of Members by ordinary members of the Association that have written authorisation and proxy. The letter of proxy shall remain with the Association documents.

§ 8A VIRTUAL GENERAL MEETING

In accordance with section 8, the general meeting may also be conducted as a virtual general meeting. The convening of the meeting is governed by section 8 of the articles of association.

1. Conduct and participation

The chairing and conduct of the virtual meeting shall be the responsibility of the Management Board.

The Management Board may, by simple majority, delegate the chairing and conduct to one person, so that this person can take necessary actions and decisions (chair). The chair shall also be responsible for all regulatory measures, in particular such that ensure an orderly assembly or that verify the identity and entitlement of a member to attend and exercise a voting right. The virtual meeting will be conducted primarily as real-time video and audio stream via the Internet. Therefore, members are limited to watching and listening to the General Assembly but cannot themselves be heard or seen by others.

The right to speak is granted and withdrawn by the chair. Speaking time may be limited and restricted by the chair.

2. Requests to speak and participation

The members' requests to speak and their participation shall occur at the same time as the audio and video stream in a simultaneously visible chat (written request to speak). The chair is entitled, but not obliged, to allow other forms of requests to speak.

3. Voting

During the virtual meeting, voting shall take place electronically via a virtual vote.

A reasonable period of time shall be specified for the conduct of a vote during which the voting member's vote may be cast.

§ 9 EXECUTIVE BOARD

The Executive Board of the Association is an honorary office consisting of no fewer than nine (9) and no more than thirty-six (36) members elected by simple-majority vote of the ordinary General Meeting of Members from among the ordinary members (including their executives). If there is a tie, the chairperson casts the deciding vote.

The Executive Board is entitled to remove an executive from office with a two-thirds majority vote if it deems that the honour, reputation or interests of the Association are being violated.

The office of the member of the Executive Board expires:

1. if the member of the Executive Board, or the ordinary member to which he or she belongs, ceases to be a member of the Association or if the Executive Board member no longer holds the position that made him or her eligible for election;
2. if the ordinary member to which the elected Executive Board member belongs returns the business license or ceases to be active or if court insolvency proceedings are instigated against it or if bankruptcy proceedings are initiated for insufficiency of assets;
3. if the prerequisites as set forth in § 5 for the elected member of the Executive Board no longer apply;
4. when members of the Executive Board who become members of the Executive Board after 1 June 2009 turn 75 years of age at the beginning of the next ordinary General Meeting. If a member holds a position with a term of office, membership does not expire until the end of this term of office.

§ 10 RESPONSIBILITIES OF THE EXECUTIVE BOARD

In all matters not expressly reserved for the General Meeting of Members, the Executive Board shall decide. The Executive Board runs the Association together with the Board of Directors. It avails itself of the Board of Directors to take care of its ongoing business. The President and the vice-presidents monitor the activities of the Board of Directors. The Executive Board is responsible for establishing rules of procedure to regulate specific business procedures and to define individual responsibilities. In particular, the Executive Board decides on:

- establishing rules of procedure for bodies of the Executive Board and the Board of Directors;
- excluding a member or executive, for which a two-thirds majority ruling is required however (according to § 6 lit. b and § 9);
- co-opting into the Executive Board (according to § 9);
- convening the General Meeting of Members (according to § 8);
- proposing honorary members and honorary presidents for appointment by the General Meeting of Members;
- nominating (elect) the President and the two vice-presidents;
- nominating managing director(s);
- appointing the auditor, insofar as his/her appointment is required prior to the General Meeting of Members
- determining an appropriate lump sum to be paid to honorary officers of the Association as expense allowance. Members affected thereby are not allowed to vote.

The Executive Board can delegate individual rights and functions of the Executive Board to the President and vice-presidents or to individual members of the Executive Board or to the Board of Directors. To be legal and binding and if not stipulated otherwise by the rules of procedure of the Association, all Association documents committing the Association or expressing the intention or purposes of the Association require the signature of the President and one of the managing directors of the Board of Directors registered in the Register of Associations or, if the President is unavailable, one of the two vice-presidents and a managing director or, if the managing directors are unavailable, the President and one vice-president.

§ 11 PRESIDING BOARD OF THE EXECUTIVE BOARD

The Executive Board, by a simple majority of the votes, elects a President and two vice-presidents from among its members for a term of three years. Every member of the presiding board remains in office until the next election. If, for whatever reason (death, retirement, exclusion, non-compliance with the prerequisites according to § 5), a member of the presiding board leaves office, the Executive Board, at its next meeting, must name a replacement for the remaining period of this member's term of office. The member of the presiding board must also be a member of the Executive Board; if a member of the presiding board leaves the Executive Board, his/her membership in the Executive Board also ends.

§ 12 MEETINGS OF THE EXECUTIVE BOARD

Meetings of the Executive Board are convened as required by the President or, if he or she is unavailable, by a vice-president; as a rule the meeting is convened four times a year following an appropriate notice period.

If at least five members of the Executive Board or all members of the Board of Directors request in writing, with good reason, that a Executive Board meeting be convened, the President — or, if he or she is unavailable, a vice-president — must do so within two weeks after receipt of such a request. The President — or, if he or she is unavailable, a vice-president — shall chair the Executive Board meeting. If none of the above are available, the meeting shall be chaired by the most senior member (in age) of the Executive Board.

For resolutions of the Executive Board to be valid, the presence of at least one-third of all Executive Board members is required. Insofar as the Articles of Association state nothing to the contrary, resolutions are adopted by simple majority of the votes. If there is a tie, the chairperson shall cast the deciding vote. The right to vote by proxy is permitted; should the right to vote be exercised in this case, the letter of proxy must be certified by a notary. Minutes must be taken of the meetings. The minutes shall be drawn up by the chairperson of the meeting.

§ 13 BOARD OF DIRECTORS

According to the directives issued for the Board of Directors by the Executive Board, by which business and tasks are distributed among the Executive Board and the Board of Directors, the managing directors shall take care of the Association's business dealings.

The Executive Board shall appoint two or more members of the Board of Directors. In fulfilling the tasks given to the Board of Directors, the Association shall be represented by two managing directors. The managing directors also represent the Association in the vote to approve the actions of the Association executives in the bodies of the Association's associated companies. The Executive Board's right to represent the Association solely or jointly with a managing director remains unaffected thereby.

The mandate of a member of the Board of Directors ends upon revocation of the appointment by the Executive Board.

§ 14 AUDITORS/ACCOUNTANTS

The Association currently meets the conditions that require the appointment of an auditor (§ 22.2 Associations Act 2002). As long as the conditions requiring the appointment of an auditor prevail, the auditor shall perform the tasks of an accountant.

The ordinary General Meeting of Members elects one auditor upon proposal by the Executive Board and/or the Board of Directors by a simple majority of the votes. Appointment of auditor(s) is always for one financial year.

As soon as the conditions requiring a qualified accounting scheme for large associations no longer apply, the ordinary General Meeting of Members shall, by a simple majority of the votes, elect two to maximum five accountants from among the ordinary members. The members of the accounting board must not be members of the Executive Board. They are eligible for re-election once their three-year term has expired.

§ 15 DISPUTE RESOLUTION (§ 8 ASSOCIATIONS ACT 2002)

To the extent possible, disputes and differences in opinion among members of the Association and regarding the association status as such should be settled before an arbitration board.

The members of the arbitration board are elected by the ordinary General Meeting of Members for a term of 3 (three) years from among the ordinary members, with only natural persons being eligible for appointment.

Up to five (5) member may be appointed. All persons proposed and receiving the most votes shall be deemed elected. Members of the arbitration board are eligible for re-election. Once a person in the arbitration board no longer meets the eligibility requirements, this member shall resign from the arbitration board.

Proposals for the appointment of members to the arbitration body must be submitted by no later than 14 (fourteen) days prior to the ordinary General Meeting to the management by the Executive Board and the management or by at least ten (10) ordinary members of the Association; along with any such proposal must be submitted a statement by the proposed member stating his or her willingness to assume a role in the arbitration body if he or she is appointed.

The arbitration board must adhere to the principle of hearing both and all sides in a matter put before it and observe the principle of impartiality. If a member of the arbitration board is directly or indirectly affected by a dispute, this member shall not participate in the meetings of the arbitration board. In case of doubt with regard to the required impartiality, the presiding board of the Association shall decide.

§ 16 COURT OF ARBITRATION

A Court of Arbitration in accordance with §§ 577 ff Code of Civil Procedure shall alone settle all disputes involving matters of the Association among members of the Association, or between the Association itself and one or more of its members, if efforts to settle the dispute are unsuccessful or the arbitration procedure does not come to a conclusion within six months. Recourse to ordinary courts of law is hereby excluded.

Each party to the dispute shall appoint an arbitrator from among the ordinary members no later than upon submission of the request for arbitration and the response to it, providing confirmation that the arbitrator has consented to take on the function of arbitrator after he/she was disclosed the matter of dispute. These two arbitrators shall appoint the chairperson of the Court of Arbitration from among the ordinary members within eight days of their appointment. If the arbitrators appointed by the parties to the dispute cannot

agree on a chairperson, the President of the Association, and if the President is unavailable, the most senior (in age) vice-president, shall appoint a chairperson from among the ordinary members. In case of dispute between the Association and members of the Association, the right to appoint a chairperson shall be exercised by the President of the Austrian Federal Economic Chamber.

If not otherwise stipulated in the present Articles of Association, the Court of Arbitration shall be bound by the Austrian Code of Civil Procedure. There shall be no legal recourse within the Association against Court of Arbitration decisions.

§ 17 FORMATION OF CREDITOR GROUPS

The formation of creditor groups to assert creditor claims prior to or after the instigation of insolvency proceedings is one of the Association's essential tasks.

Every member is obliged to comply with the Associations' directives concerning the establishment of creditor groups when they lodge their claims through the Association.

These directives concerning

- reporting insolvency
- formation of creditor groups
- notification of participation
- rights and obligations of members of a creditor group
- rights of creditor groups: autonomy
- setting up committees
- creditor group meetings
- voting on restructuring plans
- written vote
- execution of creditor group decisions
- creditor group costs
- creditor group dissolution
- confidentiality

are adopted by the Executive Board and are binding for the Association and its members insofar as no well-grounded requests for amendments are made in the subsequent General Meeting of Members. If requests are submitted, the General Meeting of Members shall decide on the content of these directives. Subject to legal amendments or the modification of any other requirements, the Executive Board shall adapt the directives to the needs and interests of the Association members.

§ 18 DISSOLUTION OF THE ASSOCIATION

The Association can be dissolved by resolution of the General Meeting of Members (§ 8). The assets remaining after liquidation shall be used for the purpose of creditor protection or related purposes, provided no other legally admissible purpose was adopted at the last General Meeting of Members adopting the resolution to dissolve the Association.