

**Certificate**  
**pursuant to § 54 (1) sentence 2 GmbHG**

*(Coat of arms)*

Pursuant to § 54 Paragraph 1 Sentence 2 of the GmbH Act, I hereby certify that the following wording of the articles of association of the company

**MAXXUS GmbH**

which is confirmed by my deed of 18.12.2013 - UR. No. 2111/2013 T - amended the provisions of the Articles of Association and that it complies with the resolution contained therein on the amendment of the Articles of Association.

Furthermore, on the basis of the same provision, I certify that the unchanged provisions are consistent with the complete wording of the Articles of Association as last submitted to the Commercial Register.

Accordingly, the articles of association have the following wording after entry of the resolved amendment to the articles of association in the commercial register.

Aachen, 18 December 2013

*(Signature)*  
(Dr Terbrack)  
Notary

*(Seal: Dr Christoph Terbrack  
Notary in Aachen)*

**ARTICLES OF ASSOCIATION**  
**the limited liability company**  
**MAXXUS GmbH**  
**with its seat in Aachen**

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**§ 1**

**Company and registered office**

- (1) The name of the company is: MAXXUS GmbH
- (2) The company headquarters: Aachen
- (3) The management is authorised to relocate the administrative headquarters to any location in Switzerland or abroad, provided that the shareholders' meeting has approved this with a simple majority of votes.

**§2**

**Object of the company**

- (1) The object of the company is:
  1. the rental and leasing of motor vehicles, trucks, vans, cranes and forklifts, trailers and machines, vehicles and equipment of all kinds for commercial or private purposes.
  2. All activities for the transport of persons and goods both for our own account and on behalf of third parties, nationally and internationally, unless special permission is required for this.
  3. Wholesale and retail, import and export goods of all kinds, especially of new and used cars, trucks and vans, as well as their parts.

4. the operation of garages and parking areas for vehicles.
5. Logistics and warehouse management, both for own account and on behalf of third parties, distribution services and packaging, dispatch and delivery of goods for customers.
6. Real estate trading, renting and leasing of real estate, including real estate leasing.
7. Participation in companies of all kinds and marketing tasks.
8. Assumption of guarantee declarations and guarantees.

(2) The company is entitled to perform all actions that are directly or indirectly suitable for the purpose of the company.

(3) The Company is entitled to establish branches in Germany and abroad.

### **§3**

#### **Share capital/shares of business**

- (1) The share capital of the company amounts to **EUR 25,000.00** (in words: twenty-five thousand euros).
- (2) There are 25,000 fully paid-up shares in the amount of EUR 1.00 each (share Nos. 1 to 25,000).
- (3) Shares cannot be combined. In the event of a capital increase, only shares with a nominal value of **EUR 1.00** (in words: one euro) may be issued.

- (4) Each shareholder is obliged to inform the management in writing of any changes in its person or its shareholding in the company. Evidence must be kept as the original or as a certified copy. In the case of succession, § 35 GBO shall apply mutatis mutandis.

#### **§4**

##### **Disposal of business shares**

Disposals of shares or parts thereof of any kind require the consent of the Company.

#### **§5**

##### **Withdrawal of business shares**

- (1) The redemption of shares is permissible at any time with the consent of the shareholder concerned.
- (2) Without the consent of the shareholder concerned, a share may be redeemed in whole or in part by resolution of the shareholders if
- a) insolvency proceedings have been opened against the shareholder's assets or the opening has been refused due to a lack of assets, or
  - b) the shareholder's share is seized and the seizure is not revoked within one month, or
  - c) there is an important reason in the person of the shareholder justifying his exclusion from the company.

- (3) In the context of the redemption of a share, the share capital shall either be reduced or new shares shall be created by majority vote. Newly created shares may be allocated to the company, one or more shareholders or third parties.
- (4) Instead of redemption, the shareholders may also decide that the shareholder concerned must transfer its shares to one or more shareholders or the company or a third party to be designated by the company.
- (5) The shareholder concerned shall not be entitled to vote on resolutions concerning the redemption or the obligation to transfer shares or the measures referred to in paragraph (3).
- (6) The remuneration to be paid for the redeemed or transferred share shall correspond to the market value of the share. The remuneration shall be due at the time the redemption resolution is passed.

## **§6**

### **Duration of the company**

The company is established for an indefinite period of time.

## **§7**

### **Fiscal year**

The fiscal year is the calendar year.

## **§8**

### **Management and representation**

- (1) The company has one or more managing directors.
  
- (2) If several managing directors are appointed, the company is represented by two managing directors jointly or by one managing director in conjunction with an authorised signatory. The shareholders' meeting may decide on sole representation. If there is only one managing director, it represents the company alone. The shareholders' meeting may exempt the managing directors from the restrictive provisions of § 181 BGB (German Civil Code).
  
- (3) The managing directors do not provide their services on the basis of obligations under company law, but enter into an employment relationship with the company. The employment relationship is governed by the employment contract to be concluded.

## **§9**

### **General meeting of shareholders**

- (1) The shareholders pass their resolutions at the shareholders' meeting. To the extent that nothing to the contrary is expressly stipulated by law, a meeting need not be held if all shareholders agree to the resolutions to be adopted or to the written casting of votes.

- (2) Each **EUR 1.00** (in words: one euro) of a share grants **one vote** in the resolution.
- (3) Unless otherwise prescribed by law or the Articles of Association, the resolutions of the Company shall be adopted by a simple majority of votes. A majority of three quarters of the votes of all shareholders is required to amend the Articles of Association.

## **§ 10**

### **Balance sheet**

The management must prepare the annual financial statements for the past financial year within the statutory periods and send them to the shareholders within a further month together with the invitation to the ordinary shareholders' meeting.

## **§11**

### **Appropriation of profit**

- (1) The shareholders' meeting decides on the allocation of amounts to the reserve and on the appropriation of the balance sheet profit.
- (2) The organs of the company are not authorised to grant advantages of any kind to a shareholder or a person related to a shareholder in accordance with the contract or by unilateral action.

- (3) If the tax authorities or the tax courts deny the appropriateness of the Company's performance as a benefit, the aforementioned persons are obliged to reimburse the Company or to reimburse the value of the corporate income tax distribution charges attributable to the granting of the benefit.

## § 12

### **Announcement/founding costs**

- (1) All announcements of the Company shall be made in the electronic Federal Gazette only.
  
  - (2) **HABEG Handels- und Unternehmensberatungs GmbH**, with its registered office in **Aachen**, bear all costs associated with the formation of the company.
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Aachen, 02.01.2014

I hereby certify that the image data (copy) contained in this file correspond to the paper document (original) in my possession.

Dr Christoph Terbrack  
Notary