

Statute Of the Sustainable Digital Infrastructure Alliance e.V.

1. Name, Place of Business, Fiscal Year

- 1.1. The association bears the name „Sustainable Digital Infrastructure Alliance“ (hereafter referred to as „Alliance“). The association is to be registered in the register of associations. Thereafter, it carries the postfix „e.V.“ (registered association).
- 1.2. The seat of the Alliance is Hamburg.
- 1.3. The fiscal year is the calendar year.

2. Purpose and Tasks

- 2.1. The purpose of the Alliance as a professional association is to promote market participants in the field of creating and expanding sustainable digital infrastructure. To this end, the Alliance fosters the professional, economic and technical interests of its members, inter alia, before third parties, particularly before public authorities and the legislator as well as in public.
- 2.2. The purpose of the statute is realised particularly through:
 - (i) working groups;
 - (ii) conventions, discussion events, educational events, and conferences;
 - (iii) public relations;
 - (iv) fostering cooperation between market participants in the field of sustainable digital infrastructure;
 - (v) dialogue with decision makers in companies, politics, and other social groups (particularly other commercial associations);
 - (vi) developing strategies for the promotion of sustainable digital infrastructure and its implementation on the political level;
 - (vii) gaining recognition for the profession and business activities of its members;
 - (viii) organising joint research projects in the field of sustainability for computer centres, power, and network infrastructure.
- 2.3. All members are entitled to make use of the services of the Alliance.
- 2.4. For the accomplishment of its tasks, the Alliance may form partnerships with third parties. The Alliance may establish subsidiaries.
- 2.5. The Alliance pursues no aims that conflict with anti-trust law, and refrains from any conduct and measures that could give rise to the slightest suspicion of creating a cartel.

- 2.6. The purpose of the Alliance is not focused on managing an economic business. The Alliance is a professional association pursuant to section 5 para. 1 no. 5 Corporation Tax Act (KStG). The Alliance does not take part in any party politics.

3. Use of Funds

- 3.1. The funds of the Alliance may be used for statutory purposes only.
- 3.2. Members receive no payments from the assets of the Alliance. No person may benefit from expenditures unrelated to the purpose of the Alliance, or through inappropriately high allowances.

4. Membership

- 4.1. Any natural or legal person interested in the purpose of the Alliance and active in the field of creating and expanding sustainable digital infrastructure may become a member of the Alliance.
- 4.2. The Alliance has the following members:
- (i) founding members;
 - (ii) regular members;
 - (iii) honorary members.
- 4.3. Founding members are the natural and legal persons that have founded the Alliance.
- 4.4. A request for membership is to be submitted in writing to the executive board that decides on the admission. A refusal of the request by the executive board requires no justification. The refusal is final but may be subject to review following a new request after the expiration of one year after the decision of refusal.
- 4.5. By way of a decision by the executive board, natural persons who have made a special contribution toward the creation and expansion of sustainable digital infrastructure may be appointed honorary members. Honorary members have neither a right to vote nor a right to become a member of a committee.
- 4.6. Membership for natural persons terminates with their withdrawal, exclusion or death. For legal persons and organisations, membership terminates with their dissolution, assignment of membership interests, and in case of bankruptcy, a legal opening of a proceeding against the business of a member.
- 4.7. Withdrawal is to be submitted in writing to the executive board. A notice of withdrawal is permitted merely with a six-month notice period to the end of a membership year.
- 4.8. A member may only be excluded from membership for important reasons. In particular, an important reason is given when a member has severely violated the interests of the Alliance or when a member is in arrears with regard to the payment of its contributions for over six months. The executive board decides on an expulsion. Before taking any action in this respect, the member in question is to be given an appropriate period of time to present his case. The expulsion decision shall indicate reasons for the expulsion and be disclosed to the member. The appeal has to arrive at the executive board in writing within one month from receipt of the expulsion. The appeal has no suspensory effect with regard to the rights of the member. In its next, the general assembly meeting votes on the final decision on the expulsion by a simple majority.

- 4.9. Termination of membership does not release the member from fulfilling remaining payments respectively other obligations to the Alliance. There is no right to the assets of the Alliance.

5. Bodies of the Alliance

- 5.1. The Alliance has the following organs:
- (i) the executive board;
 - (ii) the general assembly; and
 - (iii) the advisory council.

6. Executive board

- 6.1. The executive board of the Alliance consists of three persons, namely:
- (i) the president;
 - (ii) the vice-president; and
 - (ii) the treasurer.
- 6.2. The Alliance is represented jointly by two members of the executive board judicially and otherwise. By way of a decision of the general assembly, all or some members of the executive board may be exempted from the restrictions of section 181 of the German Civil Code (BGB).
- 6.3. The members of the executive board are to be elected by the general assembly for a term of five years. If a member of the executive board leaves the executive board before the end of his or her term, the executive board elects a substitute for the remainder of the term of the former member of the executive board.
- 6.4. The executive board is responsible for all affairs of the Alliance that are not delegated by the statute to other bodies of the Alliance. In particular, the executive board has the following tasks:
- (i) preparing general assemblies and drawing-up of its agendas;
 - (ii) convening general assemblies;
 - (iii) executing decisions made by the general assembly;
 - (ii) managing the assets and accounting of the Alliance;
 - (iii) preparing annual budget plans and annual reports;
 - (iv) decisions on admissions and exclusions of members;
- 6.5. The executive board may appoint a full-time management. The management is liable towards the executive board and has to implement and carry out the decisions of the executive board on its behalf. Further details may be regulated by way of rules of procedure to be adopted by the executive board. A representative of the management participates in the meetings of the bodies and committees of the Alliance. There is no right to participate in the meetings of the executive board.
- 6.6. Activities of the executive board are honorary. Upon presentation of evidence, each member of the executive board is entitled to reimbursement of actual, appropriate expenditures.
- 6.7. The executive board may determine its rules of procedure.
- 6.8. The liability of the executive board is limited to intent and gross negligence.

7. Decisions by the executive board

- 7.1. The executive board makes its decisions during meetings or in writing. Executive board meetings are to be called by the president, in his or her absence by the vice-president, in writing or by e-mail to the postal or e-mail address last made known by the executive board member within the period of notice of one week. The indication of an agenda is not necessary.
- 7.2. Chairperson is the president, in his or her absence his or her deputy. Otherwise, the chairperson is to be elected from among the present executive board members.
- 7.3. The executive board is quorate if at least two of its members are present. It adopts its decisions by a simple majority of the votes cast. Abstentions from voting are not to be considered as votes cast. In the event of parity, the chairperson has the casting vote.
- 7.4. Minutes are to be kept at every executive board meeting.
- 7.5. An executive board decision may be made verbally, in writing, by e-mail or by another way of electronic communication outside of a meeting when all board members approve a decision.

8. General assembly

- 8.1. The general assembly has the following tasks:
 - (i) approving the annual budget for an ongoing fiscal year prepared by the executive board;
 - (ii) receiving annual reports of the executive board;
 - (iii) electing and dismissing members of the executive board;
 - (iv) discharging the executive board;
 - (v) deciding on amendments of the statute;
 - (vi) deciding on the liquidation of the Alliance;
 - (ii) adopting and/or amending the contribution order, particularly as regards amount, scales and due dates for contributions;
 - (iii) deciding on other matters assigned to the general assembly by the present statute, or those the executive board presents for a final decision.
- 8.2. The executive board convenes the general assembly when necessary, however at least once per calendar year. General assemblies are to be called by the president, in his or her absence by the vice-president, in writing or by e-mail to the postal or e-mail address last made known by the member within the period of notice of one week. The notice of the meeting needs to include the agenda. Each member may request the inclusion of other matters on the agenda. In the event of any such request received by the executive board not later than a week before the date of the general assembly, the agenda is to be updated at the beginning of the general assembly accordingly. If the request is received later or made only at the general assembly, the general assembly decides on its approval by a majority of 75 per cent of the votes cast.

9. Decisions by the general assembly

- 9.1. The general assembly has a quorum if it has been convened in proper form, irrespective of the number of members present.

- 9.2. Decisions are made by a simple majority of the votes cast unless the present statute prescribes another majority. Abstentions from voting are not considered as votes cast. However, a three-quarters majority of the votes cast and including the majority of the votes cast by the founding members is required for:
 - (i) amending the statute;
 - (ii) liquidating the Alliance;
 - (iii) electing and dismissing members of the executive board.
- 9.3. During a general assembly, each member (including honorary members) has one vote.
- 9.4. The chairperson of the general assembly is the president, in his or her absence his or her deputy. Otherwise, the chairperson is to be elected from among the present members.
- 9.5. Minutes of the decisions made by the general assembly are to be produced and signed by the respective chairperson and the secretary.
- 9.6. The election procedure is governed by the provisions on decision-making.

10. Advisory council

- 10.1. The task of the advisory council is to support and advise the executive board.
- 10.2. The advisory council consists of up to 12 representatives of the membership elected by the general assembly for a term of three years.
- 10.3. The executive board convenes the advisory council when necessary. However, the advisory council is to be convened at least once per year. The advisory council elects its chairperson from among its members.
- 10.4. The advisory council makes its decisions by a simple majority of the votes cast. Abstentions from voting are not to be considered as votes cast. At parity of votes, the vote of the chairperson decides.
- 10.5. The advisory council adopts its rules of procedure.

11. Committees

- 11.1. The executive board is entitled to set up committees from among its members to promote the purpose and to implement the tasks of the Alliance. All members operating in the respective field of activity have the right to become members of the respective committee.
- 11.2. Committees conduct substantive work pertinent to the fulfilment of the tasks. To this end, committees substantially prepare, e.g. recommendations, statements, studies, etc. Committees have the right to submit proposals to the executive board, particularly with regard to public relations, representation of interests towards economy and politics, and the orientation of the Alliance towards the development of strategies to promote sustainable infrastructure and its enforcement on the political level.
- 11.3. The executive board supervises the committees. Each committee elects a chairperson and two deputies from among its members. The executive board and each member are entitled to submit proposals. Each chairperson has the responsibility for the activity of the committee and represents the committee internally and externally.
- 11.4. Committees make their decisions by a simple majority of the votes cast. Abstentions from voting are not to be considered as votes cast. In the event of parity, the respective chairperson has the casting vote. The voting rights distribution is stipulated in number 9.3. of the present statute.

- 11.5. Decisions made by committees require approval by the executive committee. The executive board may refer the decision back to the committee for further consultations if the executive board does not approve the decision. Thereupon, the executive board makes its final decision.
- 11.6. Further details on the work of the committees may be stipulated by a committee order adopted by the executive board.
- 11.7. Each member has the right to propose the establishment of further committees to the executive board. Proposals for establishing further committees are compulsory if they are supported by at least 25 per cent of the entire membership.

12. Financing

- 12.1. Upon admission, currently, there is no admission fee to be paid.
- 12.2. Each regular member has to pay an annual contribution due with the admission to the Alliance respectively thereafter on April 1st of a calendar year. Founding members and honorary members do not pay annual contributions.
- 12.3. The amount of the respective annual contributions is to be determined by the board. Details are regulated by a contribution order not contained in the present statute. In the contribution order, the board may stipulate revenue-related contribution scales, thresholds, and exemptions from the obligations to pay annual contributions accordingly.
- 12.4. The annual contributions are to be understood as exclusive of additional VAT.
- 12.5. Furthermore, the Alliance may be financed by third-party funds, e.g. through public subsidies and sponsorship.

13. Auditing

- 13.1. The treasurer leads the cash business including cashbooks and draws up annual accounts.
- 13.2. Annual accounts are to be audited by two auditors elected by the general assembly. The audited annual account is to be submitted to the general assembly for approval by way of a decision.

14. Liquidation of the Alliance

The general assembly may decide on the liquidation of the Alliance by the majority of votes stipulated in number 9.2. of the present statute. The general assembly simultaneously decides on the use of the assets of the Alliance; the assets are to be used exclusively for non-profit purposes.

15. Prohibition of competition

For the duration of the membership, the members oblige themselves to not acquire directly or indirectly or to participate in any other way in a company that is in competition with the Alliance.

Contribution Order Of the Sustainable Digital Infrastructure Alliance e.V.

1. Obligated Member

- 1.1. The „Sustainable Digital Infrastructure Alliance“ (hereafter referred to as „**Alliance**“) raises annual contributions from its regular members in accordance with present contribution order. Above-mentioned members are obliged to pay the annual contribution pursuant to number 12.2. of the statute.
- 1.2. The founding members, as well as honorary members, are under no obligation to pay annual contributions.

2. Amount of the Annual Contribution

- 2.1. The amount of the annual contribution is based on the average revenue (sections 275 and 277 of the Commercial Code (HGB)) generated by the member concerned during the last three closed fiscal years prior to the admission, and in subsequent years, on the revenues generated prior to the respective calendar year. The according scale is as follows:

Average revenues of the last three years	Annual contribution (in EUR)
> 1.000.000.000,00	80.000,00
≤ 1.000.000.000,00 > 100.000.000,00	26.000,00
≤ 100.000.000,00 > 1.000.000,00	6.000,00
≤ 1.000.000,00	No annual contribution

- 2.2. If the member at the relevant moment has not operated for three fiscal years yet, the average revenues of the member since its establishment including the projected revenues for the then ongoing fiscal year are to be taken as a basis. In case the member is a part of a corporation pursuant to section 18 of the Stock Corporation Code (AktG), the consolidated revenues of the entire corporation are to be taken as a basis.
- 2.3. Non-profit organisations as well as research institutes do not need to pay an annual contribution.
- 2.4. In exceptional cases, the board is entitled to adjust the annual contribution of individual members in its own discretion. This option may be made use of particularly under consideration of an outstanding engagement by a member.
- 2.5. The annual contributions are to be understood as exclusive of additional VAT, if applicable.

3. AOB

- 3.1. Regular members are obliged to provide the Alliance with all necessary pieces of information and relevant changes pertinent to the collection and processing of contributions (e.g. amount of revenues).

3.2. Present contribution order is valid for as so long as it is replaced by a new contribution order.