

BEGLAUBIGTE ÜBERSETZUNG

**CERTIFIED TRANSLATION FROM THE GERMAN LANGUAGE
OF THE CHARTER OF THE MAX PLANCK FOUNDATION (MAX-PLANCK-FÖRDERSTIFTUNG (MPF))**

Charter of the Max Planck Foundation (Max-Planck-Förderstiftung (MPF))

Preamble

The **Max Planck Society** for Promoting Science e.V. is the leading international organization in Germany for **fundamental research** in life sciences, natural sciences and the humanities. Its **success** relies on the excellence of the researchers and their scientific independence. Their discoveries and insights provide an important basis for meaningful social and economic innovations. **Competitiveness** based on excellent fundamental research is a key locational factor, today and tomorrow.

The **Max-Planck-Förderstiftung** ("Foundation") supports the Max Planck Society in its pursuit of scientific excellence. Private funds allows for more room to promote and expand research in a flexible manner. The Max Planck Society and its scientists are thereby enabled to take on new challenges beyond the regular research budget. Max-Planck-Förderstiftung and the Max Planck Society will cooperate in this spirit.

§ 1

Name, Legal Form, Seat, Purpose

1. The Foundation bears the **name** Max-Planck-Förderstiftung. It is a legal entity and a public foundation under civil law with its seat in Munich, Germany. It pursues public purposes.
2. The **purpose** of the Foundation is to promote science and the research of the Max Planck Society for Promoting Science e.V. ("Max Planck Society"), registered with the association register of the Lower Court of Berlin-Charlottenburg, as well as designated associated corporations enjoying tax benefits or legal entities under public law.
3. The Foundation's purpose (para. 2) is thereby **achieved** in that
 - a. as a charitable foundation (§ 58 no.1 German Fiscal Code (AO)), it grants funds that can be used directly and exclusively to promote science and research, in addition to the funds from its general budget, or
 - b. it completely or partly bears expenditures itself connected to science and research or scientists, e.g. for equipment, materials, personnel, travel and other ancillary expenses, stipends and other promotion of young researchers, recruitment, selection and development of talented people, events, scientific awards and prizes, publications and other propagation of science and research and its findings and its reputation within Germany and abroad.

The right to **request** support (§ 1) lies solely with the Max Planck Society.

§ 2

Charitable Purpose

1. The Foundation exclusively and directly pursues charitable **purposes** in the sense of the section "tax-exempt purposes" of the German Fiscal Code (AO). The Foundation's funds may only be used for its chartered purposes.
2. The Foundation acts **altruistically**. It does not primarily pursue profitable purposes. No individual or legal entity may benefit from expenditures alien to the charter's purpose or from a disproportionately high amount of support, contributions, or remuneration. The donors and their heirs do not receive allowances from the Foundation's funds.

§ 3

Foundation Capital, Resources

1. The Foundation's current **assets** (Foundation capital), which have been contributed and committed to the continuing and sustained fulfillment of its purpose, currently amount to Euro 2,500,000. Contributions accrue to the Foundation's capital (donations), as far as they are expressly or according to circumstances intended for this.
2. The Foundation fulfills its tasks from the **yield** of the foundation capital and from other **contributions**. The value of the Foundation capital shall be fully maintained. Reinvestment and lending are permitted. The charter does not give its beneficiaries legal entitlement to benefits from the Foundation.
3. Within the limits of charity law, the Foundation may set up **reserves** and allocate them to the Foundation capital. It should account for reinvestment gains and losses in a reinvestment reserve that is part of the Foundation capital; the Foundation's Council may determine that this reserve is to be fully or partly used for the Foundation's purpose. The Foundation shall set up a reserve to maintain capital. Within the limits of charity law, the Foundation may receive contributions to be used in a timely manner. The Foundation may administer legally **dependent** foundations (subfoundations) as a fiduciary on a contractual basis.

§ 4

Financial Year, Accounting, Guidelines

1. The **financial year** is the calendar year. The Foundation's Board shall keep a list of assets and an orderly summary of receipts and expenses. At the end of the financial year, it shall also report to the Council on the achievement of the Foundation's purpose. At the beginning of the year, it shall prepare a budget proposal.
2. The Foundation's Council shall mandate a chartered public accountant, an accounting firm or another authorized person (e.g. a sworn auditor) to audit the Foundation's **annual financial statement**. The audit shall include the statutory maintenance of the foundation capital and the use of proceeds and contributions for the intended purpose.

3. Acceptance and use of contributions are subject to this Charter and, subject thereto, to the Foundation's **guidelines**, which require the approval of the Max Planck Society's administrative board. These guidelines shall provide that subsidies for projects, programs and individual measures are awarded pursuant to science-based criteria. The strategic and science policy focus and selection and the **scientific evaluation** for the support of proposed projects are incumbent upon the Max Planck Society and its representatives; other matters, in particular financial, administrative and organizational matters, are not the Max Planck Society's responsibility, also not indirectly. The Foundation shall decide on support.
4. Contributors shall receive **reports** on the compliance with the Charter, guidelines and any restrictions or other provisions of the **contributors**. Furthermore, upon request, each contributor shall be informed of the use of the contribution and the objectives pursued or achieved with such contribution, maintaining due confidentiality, especially pursuant to the rules of the Max Planck Society.

§ 5

Foundation Bodies, Official Procedure

1. The bodies of the Foundation are its **Board** and its **Council**. They shall endeavor to fulfill the Foundation's purpose in a continuous and sustainable manner. Its members are obligated to manage the Foundation in a diligent and economical manner. **Membership** in one body excludes membership in another body. Reelection, reappointment or reassignment are permissible. An office terminates upon death, expiration of the term of office, resignation that is allowed at any time, dismissal, non-appealable declaratory judgement of legal incapacity or appointment of a legal guardian. If the succeeding member is not yet in office, the member resigning due to expiration of the term of office shall continue business activities until the successor takes over the office, if otherwise there is not a minimum number of members.
2. Each body shall select a **spokesperson** from among its members, in particular to manage and summon its meetings, and a **deputy** with the rights and obligations of the spokesperson, in case the spokesperson is hindered or consents.
3. a) Meetings are **convened** in writing, indicating the agenda. The usual notice period for summoning a meeting is two weeks, for the council meetings the notice period is four weeks; in case of imminent danger, the notice period shall be shortened as necessary. Meetings shall also be convened if two body members each request this. Any mistakes in the convening are deemed remedied if members concerned by the mistake in the convening do not object to the mistake before entry in the agenda when they are present or within one week after receipt of the minutes when they are not present at the meeting. The Council shall meet at least once per year.

b) Meetings may also be held by way of electronic communication (e.g. by telephone or video conference) or with some of the body members participating in person and some of them by video conference or other media which allows them to communicate with each other in an unrestricted way in real time. Votes may also be cast outside a meeting by letter or means of telecommunication (with documented transmission of the voting in electronic form such as by telefax or e-mail) if no

member objects to the procedure before the conclusion of the voting; this shall not apply to decisions pursuant to § 10 para. 1 of this Charter.

c) A body shall **constitute a quorum** if more than half of its members participate in the vote and there are no mistakes in the convening or they have been remedied. The spokesperson shall ascertain the presence of a quorum before entry in the agenda. A member of a body may act on behalf of another member with written proxy, which is to be attached to the minutes. Written votes (submitted votes) shall also be attached to the minutes. Votes submitted must have been submitted in writing at the time of the meeting.

Resolutions are made by **simple majority** of votes cast, unless a greater majority is required by law or this Charter. In case of a tied vote, the spokesperson has the deciding vote.

d) Summons, casting of votes and power of attorney, or the like, in **written form** shall be valid as granted through telecopy, e-mail or other electronic, documented transmission (e.g. in an electronic data room); it (i.e. the respective declaration of intent) shall be retained with the minutes.

4. There shall be **minutes** for each meeting of a body and each vote cast by letter or way of telecommunication. The minutes shall be signed by the spokesperson of the meeting and another body member and shall be retained with the documents of the Foundation. Each member of the body shall receive a copy. Minutes of Council meetings or of any vote cast by letter or way of telecommunication shall also be sent to the Foundation Supervisory Authority, insofar as they concern the appointments of the bodies, amendments to the charter or legal transactions subject to approval.
5. Serving on the bodies of the Foundation is **without remuneration** in principle. Reasonable expenses may be reimbursed upon written request with submission of receipts. If, in addition to serving on a body, one also predominantly works for the Foundation or a legally dependent foundation managed by the Foundation, one's fair market remuneration as stipulated by contract shall remain unaffected, if the Foundation's funds allow for this; the Council is required to decide on such remuneration and, if necessary, approval by the Foundation Supervisory Authority. Members of a body shall be liable only in case of intent or gross negligence.
6. The Council shall adopt **rules of procedure** for itself and the Board and may adopt rules of procedure for the curatorium, especially with regard to resolutions and other procedural issues and in compliance with the Foundation's activities (including prevention of conflicts of interest and other governance requirements). The rules of procedure for the Board may regulate the allocation of responsibilities; the Foundation Supervisory Authority must be informed of the respective current version.
7. A body may nominate **honorary members** without voting rights, restrict or terminate their appointment and determine the rights and obligations of the honorary member. The nomination may not occur against the objection of the Appointed Members of the Council. Honorary members shall not be counted as members according to the charter.

§ 6

Board, Management

1. The Board may have up to five **members**; it shall consist of at least two persons. They are to be appointed by the Council. One of the members is to be proposed by the Max Planck Society; according to the allocation of duties, it alone is responsible for the scientific matters, which are only incumbent upon the Max Planck Society (§ 4 para. 3 sentence 3).
2. The regular **term of office** for members of the Board is three years. In any case, it ends at the end of the year, in which the member has completed his or her 70th year of age, unless the Council decides otherwise in an individual case with a three-quarters majority. The Council may dismiss a member of the Board for cause. Cause shall exist, in particular, if the member misuses the Foundation's funds for his own purposes or for purposes other than those defined in this Charter, breaches his duties to report and of presentation vis-à-vis the Council, deliberately deceives other body members regarding material facts, is no longer competent to properly manage, or the fiduciary relationship in or with a body is shattered. Culpable conduct on the part of the member or causing harm to the Foundation does not have to exist. The Council shall hear the member prior to dismissal.
3. The **Board manages** the affairs of the Foundation pursuant to the law, this Charter and the guidelines and the resolutions of the Council. Its tasks include **all** business matters that are not attributed to the Council. The Board **represents** the Foundation in court and outside of court as its legal representative. Two Board members represent the Foundation jointly.
4. With the Council's consent, the Board may delegate the management of current or specific matters of the Foundation to one or several individuals as **manager(s)** under the direction of the Board. They may regularly attend Board meetings as guests. They may receive reasonable remuneration, as the Foundation's funds allow. It must not constitute an unreasonable burden on resources intended for chartered purposes; § 2 para. 2 remains unaffected.

§ 7

Council

1. The Council has five to nine members.
 - a. The Max Planck Society shall appoint and dismiss up to two members ("**Appointed Members**"). One Appointed Member has 51% of the votes if the member votes for stopping or preventing a measure that would contradict the guidelines or the realization of scientific freedom (§ 4 para. 3); if two Appointed Members vote, they shall collectively have 51% of the votes.
 - b. The other members ("**Elected Members**") shall be elected by the Sponsors. Separate election regulations shall regulate the right to vote and proceedings. Accordingly, natural persons can be elected upon recommendation by at least five persons who are members of the Council or are Sponsors. Those recommended should be expected, according to their experience and personality, to also promote the Foundation's work in an advisory and supervisory capacity. According to the election regulations, a natural or legal person may participate in the election, who has definitively contributed to the Foundation at least an amount, in the form of money or the value of money, as

defined in the election regulations ("Sponsor"). However, the number of the Elected Members to be elected shall decrease, insofar as the Council has **co-opted** up to two members by way of resolution before the call for a vote with a simple majority of its Elected Members.

The Council appoints the elected members as Elected Members, unless there is some good reason not to do so. The Council may **dismiss** a member with a three-quarters majority of the remaining members for cause; § 6 para. 2 sentences 4 to 6 shall apply accordingly. Appointments and dismissals shall be effective, as long as they are not effectively repealed due to an appeal.

2. A member's regular **term of office** is six years, insofar as a member was not recommended for a shorter term of office by a vote (e.g. due to age). Board and management shall regularly participate in the Council meetings.

§ 8

Tasks and Calling of the Council

1. The Council **advises and supervises** the Board. In particular, it shall attend to the Foundation's proper management and the sustained achievement of its purpose.
2. The Council shall **resolve on** the following:
 - a. issuing or amending **guidelines** on contributions (§ 4 para. 3),
 - b. appointment, dismissal and legal relationships of the **Board members** (§ 6),
 - c. approval of **budget proposal** (§ 4 para. 1),
 - d. examination and approval of the **statement of account** of the Board,
 - e. approval of the **annual financial statement**,
 - f. monitoring of the management through **auditing** pursuant to § 4 para. 2,
 - g. **formal approval of the actions** of the Board,
 - h. issue and amendment of **election regulations** and the tasks assigned to the Council therein (§ 7 para. 1 letter b),
 - i. establishment of a curatorium and other advisory committees (§ 9),
 - j. matters generally determined in advance by the Charter or Council, especially **common approval requirements** like a supervisory board (§ 111 para. 4 sentence 2 German Stock Corporation Act (AktG)) due to fundamental importance or to realize scientific freedom (§ 4 para. 3, § 7 para. 1 letter a sentence 2).
3. Two members commissioned by the Council shall **jointly represent** the Foundation vis-à-vis the Board, its members and the auditor (§ 4 para. 2).

§ 9

Curatorium, Advisory Bodies

The Council may establish a curatorium and other advisory bodies with no body function. The curatorium **advises** the Foundation's bodies, in particular also regarding the interests of the contributors in the sustained effectiveness of their contributions for the promotion of science (§ 1 para. 2 and 3, § 4 para. 3). The Council shall appoint and dismiss its members. The regular term of office is three years.

§ 10

Charter Amendments, Transformation, Termination, Right to Accrual, Supervision, Effective Date

1. The Foundation Charter shall be amended if necessary to **adjust** to substantially changed circumstances. In consideration of the wishes of the donor, it may be amended if **appropriate** for the effectiveness and functioning of the Foundation in achieving its purposes. An amendment of the **Foundation's purpose** is only permitted if its achievement becomes impossible or its amendment seems necessary because of a substantial change in circumstances. Transformation and termination of the Foundation are subject to statutory provisions.
2. Amendments according to para. 1 may not impair or terminate the **tax-exempt status** of the Foundation. To the extent they may affect the tax-exempt status of the Foundation, they must be submitted to the competent tax authority for comment.
3. In the event of the **termination** of the Foundation or lapse of its tax-exempt purposes, within the scope of charity law its assets go to the Max Planck Society (*Max-Planck-Gesellschaft zur Förderung der Wissenschaften e.V.*) (§ 1 para. 2), with the requirement to use them exclusively and directly for the tax-exempt purposes of promoting science and research with due regard for the Charter's purpose.
4. Amendments pursuant to para. 1 require the consent of the **Board** and a **Council** resolution with a three-quarter majority of votes, as well as the consent of the **Administrative Board** of the Max Planck Society. Representation is not permitted in casting votes. The resolutions take effect only after approval by or ruling of the Foundation Supervisory Authority.
5. The Foundation is subject to statutory **supervision** by the Regional Government of Upper Bavaria (Foundation Supervisory Authority). The Foundation must immediately advise the Foundation Supervisory Authority of any change of address, authorized representative and composition of the bodies, as well as denial of tax-exempt status by the German Tax Authority.
6. This **revised version** of the Charter **takes effect** upon approval by the Regional Government of Upper Bavaria. At the same time, the Charter dated 9 July 2013, which took effect according to the Upper Bavarian government's letter dated 1 August 2014 ref. no. 12.1-1222.1 M/E 18, ceases to be effective. Bodies will continue to officiate as in the previous appointment until they are newly appointed.

Munich, 10 November 2021

Board of Max-Planck-Foundation

[signatures not legible]

END OF TRANSLATION

ENDE DER ÜBERSETZUNG