

Statutes of heygold SE

I.

General provisions

§ 1

Company, registered office and duration

- (1) The name of the company is:
heygold SE.
- (2) The Company has its registered office in Cologne
- (3) The duration of the Company is not limited to a specific period of time
- (4) The financial year is the calendar year
- (5) The management structure of the company corresponds to the dualistic system. The bodies of the company are the Supervisory Board, the Management Board and the Annual General Meeting

§ 2

Object of the company

- trading in and of precious metals,
 - the development of tokenized financial products,
 - the distribution of vouchers for non-cash benefits,
 - the sale of co-ownership shares in a defined collective portfolio,
 - the sale of tokens as evidence of the co-ownership shares in the collective holding,
 - the development, operation and distribution of a payback system, in particular a points system in the form of "gold nuggets".
- (1) The company is authorized to carry out all transactions and take all measures that are related to the purpose of the company or appear to be directly or indirectly beneficial to it. For this purpose, it may also establish, acquire or participate in other companies and establish branches or subsidiaries in Germany and abroad."

II.

Share capital and stocks

§ 3

Share capital

The company's share capital amounts to EUR 108,860,672.00 and is divided into 108,860,672 no-par value ordinary shares.

§ 4

Conditional capital

The share capital is conditionally increased by up to EUR 1,238,846.00 by issuing up to 1,238,846 new no-par value bearer shares with dividend rights from the beginning of the financial year in which they are issued (Conditional Capital 2023). The conditional capital increase will only be carried out to the extent that

(i) the holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights issued by the company or its subordinated Group companies until 16 November 2028 on the basis of the authorization resolution adopted at the Annual General Meeting on 17 November 2023 exercise their conversion or subscription rights and the company decides to service the conversion or subscription rights from this Contingent Capital 2023, or

(ii) the holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights who are obliged to convert and who were issued by the company or its subordinated Group companies by 16 November 2028 on the basis of the authorization resolution adopted at the Annual General Meeting on 17 November 2023 fulfill their obligation to convert and the company decides to service the conversion or subscription rights from this Conditional Capital 2023.

The shares will be issued in accordance with the provisions of the authorizing resolution of the Annual General Meeting on November 17, 2023 under agenda item 10, i.e. in particular at least 80% of the average market price of the company's share on the last 10 trading days prior to the resolution of the Management Board on the issue of the bonds in the opening auction in XE- TRA® trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) prior to the resolution of the Management Board on the issue of the respective bonds, taking into account adjustments in accordance with the anti-dilution rules specified in the resolution of the aforementioned Annual General Meeting under agenda item 10.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective scope of the share capital increase from Contingent Capital 2023.

Authorized capital

The Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by a total of up to EUR 10,000,000.00 by issuing new no-par value bearer shares against cash and/or non-cash contributions on one or more occasions in the period up to 16 November 2028 (Authorized Capital 2023). Shareholders are generally entitled to subscription rights.

However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in full or in part. The exclusion of subscription rights is only permitted in the following cases:

- (1) in the case of capital increases against cash contributions, if shares in the company are traded on the stock exchange (regulated market or over-the-counter market or the successors to these segments), the shares issued do not exceed 10% of the share capital and the issue price of the new shares is not significantly lower than the stock exchange price of the company's shares of the same class and features already traded on the stock exchange within the meaning of Sections 203 (1) and (2), 186 (3) sentence 4 AktG and any other requirements of Section 186 (3) sentence 4 AktG are met. The amount of 10% of the share capital shall include the amount attributable to shares that are issued or sold during the term of this authorization up to the time of its exercise on the basis of other corresponding authorizations with the exclusion of subscription rights in direct or analogous application of Section 186 para. 3 sentence 4 AktG, insofar as such offsetting is required by law. For the purposes of this authorization, the issue price in the case of the acquisition of the new shares by an issuing intermediary with a simultaneous obligation on the part of the issuing intermediary to offer the new shares for purchase to one or more third parties determined by the company is the amount to be paid by the third party or third parties;
- (2) in the case of capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies and equity interests in companies, industrial property rights, such as patents, trademarks or licenses relating thereto, or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments;
- (3) insofar as this is necessary to grant the holders or creditors of bonds with option or conversion rights or obligations issued by the company or its Group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling an option or conversion obligation;
- (4) for fractional amounts arising as a result of the subscription ratio.

the Management Board is authorized to determine the further content of the share rights and the other details of the capital increase and its implementation. In accordance with Section 186 para. 5 AktG, the new shares may be taken over by a bank determined by the Management Board or a company operating in accordance with Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 KWG with the obligation to offer them to the shareholders for subscription (indirect subscription right).

the Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective scope of the share capital increase from Authorized Capital 2023.

§ 6

Shares

- (1) The shares are made out to the bearer.
- (2) the shareholder's right to individual securitization is excluded. All shares are securitized in global certificates and deposited with one of the offices specified in Section 10 AktG.
- (3) the form and content of share certificates, dividend coupons and renewal coupons as well as bonds and interest coupons are determined by the Management Board with the approval of the Supervisory Board.

III.

Bodies of the company

Management board

§7

Composition and rules of procedure of the Executive Board

- (1) the Management Board consists of one or more members. Even if the share capital exceeds EUR 3,000,000.00, the Executive Board may consist of one member.
- (2) The number of members of the Management Board is determined by the Supervisory Board. The Supervisory Board may appoint a Chairman of the Management Board and a Deputy Chairman of the Management Board.
- (3) if the Supervisory Board does not issue rules of procedure for the Management Board, the Management Board may adopt rules of procedure for itself by unanimous resolution, which require the approval of the Supervisory Board.

§8

Representation and management of the company

- (1) the company is represented by two members of the Management Board jointly or by one member of the Management Board together with an authorized signatory. If there is only one member of the Management Board, he or she shall represent the company alone
- (2) The Supervisory Board may grant individual power of representation to one, several or all members of the Management Board.
- (3) the Board of Directors conducts business in accordance with the law, the Articles of Association and the rules of procedure
- (4) the Supervisory Board determines in the rules of procedure for the Management Board or by resolution which types of transactions may only be carried out by the Management Board with its approval.

IV.

Supervisory Board

§9

Composition, term of office, resignation

- (1) the Supervisory Board consists of three members.
- (2) Unless the Annual General Meeting resolves a shorter period for the election of individual Supervisory Board members or for the Supervisory Board as a whole, the Supervisory Board members are elected for a maximum term of office until the end of the Annual General Meeting that resolves on the discharge for the sixth financial year after the election. The financial year in which the term of office begins is not included in this calculation. However, the term of office of a Supervisory Board member ends no later than six years after their appointment. Re-election is possible.
- (3) the election of the successor to a member who has left office before the end of his or her term of office is only for the remainder of the term of office of the member who has left office.
- (4) When electing Supervisory Board members, the Annual General Meeting may elect the same number of substitute members for the same period and determine the order in which they replace the Supervisory Board members who leave during their term of office for the remaining term of office. A substitute member can also be appointed for several specific Supervisory Board members.
- (5) Any member of the Supervisory Board and any substitute member may resign from office at any time without giving reasons, subject to four weeks' notice and stating an important reason. The resignation is made by written declaration to the company's Management Board.

§ 10

Chairman and Deputy Chairman

- (1) the Supervisory Board elects a Chairman and a Deputy Chairman from among its members.
- (2) The Chairman and his deputy are elected for the term of office stipulated in Section 8 (2).
- (3) If the Chairman or Deputy Chairman leaves office during the term of office, the Supervisory Board must immediately elect a replacement for the departing member.

§ 11

Internal order and decision-making

- (1) The Supervisory Board must hold four meetings in each calendar year. It must also hold meetings if this is required by law or otherwise appears to be in the interests of the company.
- (2) The meetings of the Supervisory Board shall be convened by the Chairman or, if he is unable to do so, by his deputy, verbally, by telephone, in writing, by fax, by Telegraf or by e-mail or in a comparable manner, stating the agenda. Meetings shall be convened with a notice period of two weeks; in urgent cases or with the consent of all Supervisory Board members, the notice period may be shortened.
- (3) The meetings of the Supervisory Board shall be chaired by the Chairman or - if he is unable to attend - his deputy.
- (4) The Supervisory Board shall constitute a quorum if at least three members participate in the passing of resolutions. A member shall also participate in the passing of resolutions if he or she abstains from voting. Absent Supervisory Board members may participate in resolutions of the Supervisory Board by having other Supervisory Board members submit written votes or by submitting their vote by e-mail with a qualified electronic signature (Section 126a BGB).
- (5) Resolutions require a majority of the members of the Supervisory Board. If a majority is not reached, the Chairman of the Supervisory Board shall have the casting vote. The type and form of the resolution shall be determined by the Chairman of the meeting.
- (6) Resolutions of the Supervisory Board are generally passed in face-to-face meetings. The Supervisory Board may, by order of the Chairman (or Deputy Chairman) The Supervisory Board may also vote in writing, by telegraph, telephone, fax, video conference, e-mail or a comparable method (including a combination of several of these methods) without convening a meeting if no member of the Supervisory Board objects to this procedure within a reasonable period of time determined by the Chairman; there is no right of objection if the resolution is passed in such a way that the participating members of the Supervisory Board are in contact with each other by means of telecommunications in the sense of being able to see and hear each other simultaneously and discuss the subject of the resolution. The Chairman of the

Supervisory Board (or the Deputy Chairman) shall announce the form of the resolution in the notice convening the meeting.

- (7) Minutes shall be taken of the meetings of the Supervisory Board and signed by the Chairman of the meeting. If resolutions are passed outside of meetings, the minutes must be sent to all members without delay.
- (8) the Chairman is authorized to make the declarations of intent required to implement the resolutions on behalf of the Supervisory Board and to receive declarations addressed to the Supervisory Board.

§ 12

Rules of procedure

The Supervisory Board may adopt rules of procedure within the framework of the statutory provisions and the provisions of these Articles of Association.

§ 13

Reimbursement of expenses, remuneration

- (1) The Supervisory Board receives remuneration that is determined by the Annual General Meeting. The Chairman receives double and the Deputy Chairman 1.5 times the remuneration of an ordinary member of the Supervisory Board. Each member of the Supervisory Board is reimbursed for reasonable out-of-pocket expenses incurred in the performance of their duties as a member of the Supervisory Board upon presentation of receipts.
- (2) Each member of the Supervisory Board is reimbursed for any value added tax incurred on the remuneration and/or reimbursement of expenses, insofar as the Supervisory Board member is entitled to invoice the value added tax separately to the company and exercises this right.
- (3) If a Supervisory Board member does not hold office for the entire financial year, the respective remuneration pursuant to Section 12 (1) of the Articles of Association is granted pro rata temporis for the months in which he or she held office.

§ 14

Confidentiality of the members of the Supervisory Board

- (1) Supervisory Board members must maintain secrecy about confidential information and secrets of the company, in particular business or trade secrets, which have become known to them through their work on the Supervisory Board, even after leaving office. Persons present at Supervisory Board meetings who are not members of the Supervisory Board must be expressly sworn to secrecy.
- (2) If a Supervisory Board member intends - even after leaving office - to disclose confidential information, secrets or information that cannot be ruled out with certainty as confidential information or secrets to third parties, he or she must inform the Chairman of the Supervisory Board of

this in writing in advance, specifying the recipient, and give them the opportunity to comment on whether the disclosure of the information is compatible with paragraph 1.“

V.

The Annual General Meeting
§ 17

Ordinary and Extraordinary General Meeting

- (1) the Annual General Meeting takes place within the first six months of each financial year.
- (2) Extraordinary General Meetings must be convened in the cases specified by law and when the interests of the company so require.

§ 18

Convening of the Annual General Meeting

- (1) the Annual General Meeting is convened by the Board of Directors or, in the cases prescribed by law, by the person authorized to do so.
- (2) The Annual General Meeting shall take place at the company's registered office or in a German city with a population of more than 50,000.
- (3) The person convening the Annual General Meeting is authorized to make provision for shareholders to participate in the Annual General Meeting without being present or represented in person and to exercise all or some of their rights in whole or in part by means of electronic communication (online participation) and to make provisions on the scope and procedure for such participation and exercise of rights. The provisions shall be announced when the Annual General Meeting is convened.
- (4) The person convening the Annual General Meeting is authorized to provide that shareholders may cast their votes in writing or by means of electronic communication (postal vote) without attending the Annual General Meeting and to make provisions regarding the procedure. The provisions shall be announced when the Annual General Meeting is convened.
- (5) The person convening the Annual General Meeting and the chairman of the meeting are authorized to permit video and audio transmission of the Annual General Meeting. --
- (6) In the event of their absence, members of the Supervisory Board may participate in the Annual General Meeting by means of video and audio transmission.
- (7) The Executive Board is authorized to convene the Annual General Meeting as a meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting) in the period up to 15 November 2028 and to make provisions regarding the

scope and procedure of such a virtual Annual General Meeting. These will be announced when the Annual General Meeting is convened.

§ 19

Prerequisite for participation and the exercise of voting rights

- (1) Only those shareholders who register prior to the meeting are entitled to attend the Annual General Meeting and exercise their voting rights. The registration must be received by the company in text form (Section 126b BGB) in German or English at least six days before the meeting at the address stated for this purpose in the invitation. The day of receipt shall not be counted.
- (2) Shareholders must also provide evidence of their entitlement to participate in the Annual General Meeting and to exercise their voting rights. This requires proof of share ownership in text form (Section 126b BGB) in German or English issued by the custodian bank. This must be received by the company by the end of the period specified in paragraph 1 at the address provided for this purpose in the invitation. The proof must refer to the beginning of the 21st day before the Annual General Meeting.
- (3) Notifications and information from the company in accordance with Section 125 AktG as well as other confirmations of registration and participation and other notifications shall be sent to shareholders, intermediaries acting on their behalf and other representatives exclusively by means of electronic communication to the last electronic address provided.
- (4) The party convening the meeting is authorized to set a shorter deadline, measured in days, for the deadlines pursuant to paragraphs 1 and 2 in the convening notice; the deadline for the deadlines pursuant to paragraphs 1 and 2 shall be calculated in accordance with Section 121 para. 7 sentence 1 3 AktG.
- (5) The person convening the Annual General Meeting is authorized to stipulate in the convening notice that the statutory provisions applicable to listed companies shall apply in whole or in part with regard to the registration, proof and transmission of notifications concerning the Annual General Meeting instead of paragraphs 1-4, even if the company is not listed on the stock exchange

§ 20

Meeting management

- (1) The Annual General Meeting is chaired by the Chairman of the Supervisory Board or a shareholder or shareholder representative designated by him who is present. If the Chairman of the Supervisory Board is unable to attend and has not appointed anyone to represent him, he shall be replaced by his deputy or, if he is unable to attend, by the longest-serving Supervisory Board member

present. If none of the aforementioned persons are present, the shareholder or shareholder representative representing the most votes shall open the meeting and have a chairman elected by the meeting.

- (2) the Chairman chairs the proceedings and determines the order of the items to be discussed and the type and form of voting.

§ 21

Voting rights and passing resolutions

- (1) One ordinary share grants one vote. The voting right begins as soon as the contribution to a share has been paid in full.
- (2) The Annual General Meeting shall pass its resolutions with a simple majority of the votes cast and, if a capital majority is required, with a simple majority of the amount of share capital attributable to the voting no-par value shares represented when the resolution is passed, unless the law or the Articles of Association provide for a different majority. Abstentions are not counted. In the event of a tie, a motion is deemed to have been rejected.
- (3) Unless a larger majority is prescribed by law, measures to raise and reduce capital (Sections 182 - 240 AktG) and amendments to the Articles of Association associated with these measures require a simple majority of the share capital represented when the resolution is passed. Otherwise, the majorities of votes cast and of the share capital represented at the vote required for resolutions of the Annual General Meeting are determined in accordance with the statutory provisions.
- (4) Amendments to the Articles of Association generally require a resolution of the Annual General Meeting passed with a majority of not less than two thirds of the votes cast. If at least half of the share capital is represented, a simple majority of the votes cast is sufficient to amend the Articles of Association, with the exception of the cases specified in Section 51 sentence 2 SEAG.
- (5) If a majority of the votes cast is not achieved in the first ballot, a closer election is held between the two persons who received the most votes.

§ 22

Appropriation of profits

- (1) The Annual General Meeting shall decide on the appropriation of the balance sheet profit.
- (2) In the event of a capital increase, the profit participation of the new shares may be resolved differently in accordance with Section 60 (3) AktG.
- (3) Insofar as the Management Board and Supervisory Board approve the annual financial statements, they are authorized to transfer the entire net profit for the year less the amount required for the distribution of a dividend of 4% to other revenue reserves.
- (4) The Annual General Meeting may resolve a distribution in kind.

VI.
Final provisions

§ 23
Amendments to the Articles of Association

The Supervisory Board is authorized to resolve amendments to the Articles of Association that only affect their wording, in particular also amendments to the information on the share capital in accordance with the respective scope of the capital increases from conditional and authorized capital.

§ 24
Announcements

- (1) The company's announcements are only made in the Federal Gazette for the Federal Republic of Germany, unless further publications are required by law.
- (2) If a direct notification to shareholders, intermediaries acting on their behalf or other representatives is intended, the transmission will be made exclusively in electronic form; for this purpose, the recipients must provide the company with a valid electronic address in text form in good time.

§ 25
Foundation costs

The founding costs are borne by the founder.