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Articles of Association

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BITKOM

**Federal Association for Information Technology,
Telecommunications and New Media**

Version as of 18 June, 2010
Valid as of 1 January, 2011

I. BITKOM membership fee

As of the 2011 contribution year, BITKOM will charge fees from its regular members (in accordance with clause 1) and associated members (in accordance with clause 2) according to the articles of association. The abovementioned members are obligated to pay fees to BITKOM in accordance with § 6 of the articles of association. Personal members, founding members and honorary members are not obligated to pay fees.

1. Regular members

1.1 Regular fee

Bases for assessment

The amount of the regular fee is calculated using the net sales or number of employees, provided that special regulations do not apply. The lower of the two fees, either the result of the calculation according to net sales or according to the number of employees, is charged for the collection of fees.

Sales-related basis for assessment

The net sales are determined according to § 277 Section 1 of HGB (German Commercial Code) by including the exports.

If the member only generates a portion of his sales via products and services in the BITKOM area of activity in accordance with Appendix 1 (ICT sales), the basis for assessment is, per member request, based on achieved

ICT sales if they have been audited by an accountant or certified auditor or shown to be credible via other suitable means.

If a member does not generate any sales, or essentially generates no sales, according to § 277 Section 1 of HGB (German Commercial Code), but is, instead, primarily financed using financial assistance from the government or a third party,

the amount of this financial assistance, inasmuch as it is related to the BITKOM area of activity, is used in place of the sales.

Employee-related basis for assessment

The number of employees is calculated using § 285 no. 7 of HGB (German Commercial Code). If only a portion of the employees are directly or indirectly involved with provision of the service portfolio in the BITKOM area of activity in accordance with Appendix 1 (ICT employees), the basis for assessment is, per member request, based on the number of ICT employees, if this number has been audited by an accountant or certified auditor or shown to be credible via other suitable means.

The employee-related basis for assessment is calculated by multiplying the number of relevant employees by a factor. The factor is EUR 300,000. The factor is adjusted for the following years in accordance with Section I clause 4 of the general price trend.

Relevant BITKOM area of activity

The BITKOM area of activity relevant for the fee assessment is defined in Appendix 1 of the articles of association. The area of activity can be redefined, effective from the start of a calendar year, by decision of the executive board. Notification of the modified definition must be made, at the latest, via the invitation to the BITKOM general meeting which is held in the calendar year prior to the year in which the new regulation comes into effect.

Fee calculation

The regular fee is calculated by transferring the determined basis for assessment into the following fee scale. The total fee is calculated by adding the corresponding fee pro rata amounts, which are to be applied according to the parameters. The parameters of the basis for assessment for the 2011 fee are listed on the front page.

Parameters of the basis for assessment	Fee in % of basis for assessment
Pro rata up to EUR 2,000,000	Minimum fee
Pro rata above this amount up to EUR 4,000,000	0,05%
Pro rata above this amount up to EUR 10,000,000	0,04%
Pro rata above this amount up to EUR 40,000,000	0,03%
Pro rata above this amount up to EUR 250,000,000	0,02%
Pro rata above this amount up to EUR 500,000,000	0,01%
Pro rata above this amount up to EUR 1,000,000,000	0,005%
Pro rata above this amount	0,001%

The parameters are adjusted for the following years in accordance with Section I clause 4 of the annual price index change.

1.2 Minimum fee

The minimum fee is EUR 2,000.

1.3 New members

Basic principle

New members can, per request, make use of a two-year introductory regulation. This reduces the regular fee calculated according to clause 1.1 by 50% in the first year of membership (year of admission) and by 25% in the following year. The full fee must be paid starting the second calendar year. However, at least the minimum fee in accordance with clause 1.2 must be paid during the first two years of membership.

Every company may use the introductory regulation only once.

Fees for start-up companies

Companies which join BITKOM during the first 12 months of the company's founding can take advantage of the following fee regulation instead of the introductory regulation, if they do not intend to employ more than 40 employees, on average, or generate more than EUR 10 m in sales during the first full fiscal year. The start of the company's first (potentially short) fiscal year is considered the time of the company's founding.

Corresponding start-up companies pay:

- EUR 1,000 (or the pro rata fee in accordance with Section III clause 1) in the calendar year of their admission
- EUR 1,500 in the following calendar year

The regular fee applies starting the following year. Group members cannot take advantage of the fee regulation for start-up companies.

1.4. Group memberships

For members who utilise the group membership in accordance with § 3 clause 4 of the articles of association, the following special rules apply for the fee assessment.

A total fee is collected from all BITKOM members who belong to the company under the terms of the articles of association. The total fee is collected from the member who is the head of the group within the company under the terms of the articles of association, as long as no other ar-

rangements have been made in individual cases. In the case of several members of equal rank, the total fee is collected from the member who has belonged to BITKOM longer.

The basis for assessment for the total fee is calculated using the sum of sales or ICT sales, or from the sum of employees or ICT employees, of all members who belong to the company under the terms of the articles of association. Dividends that a group member has collected from another group member do not need to be taken into consideration when determining the sales.

The sales-related basis for assessment must be reduced by intra-group sales between the group members.

BITKOM members who fall under the regulation in clause 1.4 can apply for the introductory regulation in accordance with clause 1.3 during the year of admission. However, this requires that all companies connected to the BITKOM member company under the terms of § 3 clause 4 of the articles of association are new members in accordance with clause 1.3.

1.5 Fee regulation for ICT companies in groups in other industries

If a company provides ICT services within a group of companies and the parent company is active outside of the ICT field, the IT company can take advantage of a reduced fee regulation if external sales with remote third parties do not exceed 50 % of the total sales.

If the portion of external sales is no more than 20%, BITKOM charges 20% of the regular fee based on the total sales of the company.

If the portion of external sales is between 20% and 50%, the portion of the regular fee increases to the same extent, i.e. BITKOM charges 21% of the regular fee for 21% external sales, etc., based on the total sales of the company in each case.

If external sales are more than 50%, the regular fee applies.

The amount of external sales must be audited by an accountant or certified auditor or shown to be credible via other suitable means.

Transitional regulation for members who became members before 31/12/2010

For members whose fee in 2011 was at least EUR 1,000 more than the sum of the fee paid in 2010 due to the expanded area of activity in accordance with Appendix 1, the following transitional regulation applies as of 01/01/2011:

From 2011 to 2015, the fee is calculated based on the definition of the field of activity (long-term guarantee) effective 31/12/2010. Twenty per cent of the difference in accordance with the old and new field of activity is due in 2016, 40 per cent in 2017, 60 per cent in 2018, and 80 per cent in 2019. The regular fee applies as of 2020.

1.7 Member associations

Member associations pay an annual fee of 0.1% of their entire fee income, but at least EUR 10,000.

The minimum fee is reduced to EUR 3,000 for regional associations whose activities are limited to one Federal State.

These two rules have priority over the regulation according to clause 1.2 (minimum fee).

2. Associated members

2.1 Associated member company

The regulations of clause 1 apply analogously for the assessment of fees for associated member companies and organisations under the terms of § 3 clause 5 of the articles of association (associated member company). However, limiting the basis for assessment to ICT sales or ICT employees is not considered. The net sales for associated companies are exclusively determined according to § 277 Section 1 of HGB (German Commercial Code). The number of employees is calculated using § 285 no. 7 of HGB (German Commercial Code).

Associated members pay 50% of the fee resulting from clause 1; but at least EUR 2,000.

For members who previously paid the minimum fee, the annual fee increases to EUR 1,500 in 2011 and to EUR 2,000 starting in 2012.

2.2 Fees for public institutions, organisations and educational institutions

Legal entities under public law, including their dependent subdivisions, and educational institutions under private law that are not for profit pay an annual fee of EUR 2,000.

2.3 Independent contractors

Independent contractors under the terms of § 3 clause 5 of the articles of association pay a membership fee of EUR 2,000.

3. Exceptions to the regulations in clauses 1 and 2.

In special circumstances, the executive board is authorised to allow exceptions to the regulations in clauses 1 and 2. It can delegate this right.

4. Adjustment of the membership fees

The fee scale and the multiplier for calculating the employee-related basis for assessment are matched to the development of the consumer price index established by the Federal Statistical Office for the entire Federal Republic of Germany (2005 = 100) each year on 1 January, effective for the first time on 1 January, 2012. The matching is completed according to the index published by the Federal Statistical Office in the spring of the respective contribution year (change from the previous year). Example: matching on 1 January, 2012 according to the 2011 index change published by the Federal Statistical Office in 2012.

The matching to the annual price index change is not applicable for minimum fees in accordance with clauses 1.2, 1.7, and 2.

II. BDI (Federation of German Industries) fee

Furthermore, regular members, with the exception of personal members, founding members and honorary members, are obligated to contribute to the financing of the BDI membership. For this, they pay BITKOM a fee currently set at EUR 11 per EUR 500,000 in sales.

The net sales are determined for members according to § 277 Section 1 of HGB (German Commercial Code) by including the exports. Trade and leasing revenues generated with third party products remain excluded in each case.

For companies that take advantage of the regulations according to item 1.5, only external sales with remote third parties are considered in the calculation of BDI (Federation of German Industries) contributions.

The amount of the BDI contribution to be paid is essentially determined using the ratio of reported sales of BITKOM members to the sum of sales of all BDI members.

To prevent a credit or debit balance of BDI contributions, the management board can decide on a corresponding deduction or addition of the basis for assessment (EUR 11 per EUR 500,000 in sales).

III. Collection of fees

1. Collection period

The BITKOM fee and financing fee for BDI membership is collected once per year. The net sales and number of employees, which were generated in the fiscal year that ended the previous calendar year, are decisive for the calendar year for which fees are to be collected.

Members who join BITKOM in during a calendar year pay pro rata BITKOM and BDI fees. Members who resign from BITKOM during a calendar year remain fully liable for fees for this calendar year.

2. Calculation sheet

BITKOM sends a calculation sheet for the member fee and financing fee for BDI at the start of each calendar year. The sheets must be correctly filled in by the members and sent back to the BITKOM branch office by 31 March. The number of employees must be reported on the forms in addition to the sales information.

If a member does not send the filled in calculation sheets by the deadline, BITKOM is authorised to estimate the basis for assessment and charge the fee based on the estimated basis. The estimation of the basis for assessment is binding, provided the respective member does not send in the filled in calculation sheet by 31 March of the calendar year following the contribution year.

3. Payment deadline

The payment deadline for BITKOM and BDI fees is 14 days.

Appendix 1

1st level	2nd level	3rd level (as example)
Hardware	Computer hardware	Server systems
		PCs
		Thin clients
		Notebooks
		Handhelds
		Displays
		Multimedia terminals
		PC accessories
	Telecommunications hardware	Telecommunications terminal equipment
		Fax machines
		Mobile devices
		Mobile network equipment
		Switching systems
		Transmission technology / broadband technologies
	Consumer electronics hardware	Flatscreen TV
		DVD/Blu-ray Disc players and recorders
		Digital camcorders / digital cameras
		Set-top boxes
		Portable audio and home audio
		Game consoles
		Navigation
		Storage media
		Home cinema systems
	Peripheral equipment	Copy machines
		Printers
		Scanners
		Multi-function devices
		Video projectors
Infrastructure hardware	LAN hardware	
	WLAN hardware	
	WAN hardware	
	SAN hardware / storage systems	
	PBX and key systems	
	Security hardware	
	RZ equipment	
	Data cable	
ICT consumables	Printer cartridges	
	Copier cartridges	
Software	System infrastructure software	Operating systems
		Systems management software
		Security software
		Virtualisation software
		DBMS
		Integration software (ETL, ESB, etc.)
		Web server
		Business platforms / server

1st level	2nd level	3rd level (as example)
Software	Development software	SDKs, APIs
		IDEs
		Testing
		QS, RE and RM tools
	Application software	Individual developments
		Standard business management software (ERP, CRM, BI, etc.)
		Front-end technology (portals, etc.)
		Mobile devices software
	Embedded systems	Remote software
		Analysis software
		Highly critical systems
		ES operating systems
		Simulation software
IT services	IT consulting	IT architecture consulting
		IT engineering consulting
		Training / coaching
		Computing centre planning
		IT quality management
	Implementation	Software development
		IT quality assurance
	Operations management	Outsourcing
		Housing services
		Hosting services
	Support services	Maintenance
		Phone support
		ITIL services
Telecommunications services	Language services	Mobile phones
		VoiP
		Private mobile radio / trunked radio
		Resale
		Landline
	Data services	Landline
		Private mobile radio / trunked radio
		Messaging
		Multimedia services
		Resale
		Mobile phones
	Mains operation	Grid-bound voice networks
		Grid-bound data networks
		Mobile voice networks
		Mobile data networks
		TV cable networks
		Satellite services
		Terrestrial radio network operation
	Value-added services	Information services
		MABEZ
	Notifications	
	Call centre	Outbound
		Inbound

1st level	2nd level	3rd level (as example)
Telecommunications services	Hosted telecommunications services	
	Messaging	Email provider SMS services
New media and Internet commerce	Content	Video
		Music
		Games
		Other content
	E-commerce	Auction platforms
		Shops and shop systems
		Payment solutions
		Other e-commerce
	Services	Consulting and design
		Programming and system integration
		Web and graphic design
		Other services
	Mobile and Web services	Navigation, geo services and location-based services
		Search engines
		Brokers and marketplaces (real estate, vehicles, dating, etc.)
		Social networks and communities
		User-generated content
Media and broadcast	Other services	
	Digital TV	
	Web TV and mobile TV	
	IPTV	
	Internet radio	