

No. 24 of the Register of Deeds of the year 2022

Executed

in Lueneburg on Friday, March 4, 2022

Before me, the undersigned

Notary

[REDACTED]

with official residence in Lueneburg

appeared today:

(1) Mr. Benjamin Bernhard Scharweit,
born on [REDACTED]
residing at [REDACTED],
identified by valid official photo identification,

(2) Ms. Carina Bohlayer,
born on [REDACTED]
residing at [REDACTED],
identified by valid official photo identification,

(3) Mr. Karl Jakob Weers,
born on [REDACTED]
residing at [REDACTED]
identified by valid official photo identification.

I, the Notary, ascertained by questioning the parties that I have not acted outside my official capacity in a matter that is the subject of today's notarization. The same applies to persons professionally associated with me outside their official capacity.

§ 1

Formation of the Company

We hereby establish a limited liability company under the name

Doorways gGmbH

with its registered office in Barnstedt.

As shareholders, we adopt the Articles of Association in the wording attached to this protocol as an annex.

§ 2

Shareholders' Resolutions

We, the shareholders, hereby resolve as follows:

The following persons are appointed as managing directors of the company:

- (1) Mr. Benjamin Bernhard Scharweit,
born on [REDACTED]
residing at [REDACTED],
- (2) Ms. Carina Bohlayer,
born on [REDACTED]
residing at [REDACTED],
- (3) Mr. Karl Jakob Weers,
born on [REDACTED]
residing at [REDACTED]

The company shall be represented at all times individually by each managing director. Each managing director is released from the restrictions of § 181 of the German Civil Code (BGB).

§ 3

Notarial Advice

The Notary particularly pointed out the following:

- The company shall only come into existence upon its registration in the Commercial Register.
- The company may only be registered in the Commercial Register once one quarter of the nominal amount of each share, insofar as no contributions in kind are agreed, and at least half of the minimum share capital have been paid in.
- Any person who acts in the name of the company prior to registration, whether as managing director or in a similar capacity, shall be personally liable, jointly and severally, for obligations incurred prior to registration. This liability expires upon registration.
- The shareholders' liability in the event of commencement of business activities before registration – liability for covering losses if registration does not occur, or liability for any undercapitalization following registration – was explained to the parties.

- In the case of a share contribution not fully paid in by one shareholder, the other shareholders shall be jointly liable pursuant to § 24 of the German Limited Liability Companies Act (GmbHG).
- If a governmental permit is required for the object of the company, the company may not commence business activities, notwithstanding any registration, until such permit has been granted.

§ 4

Power of Execution

The appearing parties, including insofar as they are managing directors, hereby authorize the Notary and the notarial clerk, [REDACTED] – each individually authorized and released from the restrictions of § 181 BGB – to make all declarations required and expedient for the registration of the company in the Commercial Register, in particular to adopt shareholders' resolutions, conclude amending agreements to the Articles of Association, or to file applications for registration in the Commercial Register.

§ 5

Costs

The company shall bear – without prejudice to the liability of the shareholders – the costs associated with its formation, in particular notarial and court fees, the costs of legal and tax advice, bank charges, and any applicable taxes, up to a total amount of EUR 2,500. Any formation costs exceeding this amount shall be borne personally by the shareholders.

§ 6

Copies and Transcripts

Each shareholder shall receive one certified copy of this deed, the company shall receive one original and one certified copy.

A certified electronic copy shall be prepared for the Commercial Register, and a certified copy shall be prepared for the Tax Office – Corporate Income Tax Department.

The foregoing protocol, together with its annex, was read aloud by the Notary, approved by the appearing parties, and signed in their own hand.

signed J. Weers signed B. Scharweit signed C. Bohlayer

(L.S.) signed [REDACTED]

– Notary –

Lueneburg, March 17, 2022