

ARTICLES OF INCORPORATION

of

Symrise AG

I. General Terms and Conditions

§ 1

Company, Domicile and Fiscal Year

- (1) The corporation operates under the following name:

Symrise AG.
- (2) It is domiciled in Holzminden.
- (3) The corporation's fiscal year begins on 1 January of any given year and ends on 31 December of that year.

§ 2

Corporate Purpose

- (1) The corporate purpose is to manage a group of companies active primarily in the area of developing, manufacturing, selling and marketing scents and flavor additives, cosmetic raw materials and active ingredients as well as colors for the cosmetics and food industry. Management also includes provision of services to the group's companies.
- (2) The corporation may become active itself in the areas stipulated in Section 1 above. It is authorized to undertake all measures and business transactions that appear suitable to serve the corporate purpose. It can also found, acquire or take a share in other companies both domestically and abroad for this purpose. It may consolidate companies in which it holds the majority share under its management or limit itself to administering its share. It may outsource their operation entirely or in part to affiliated companies.

§ 3

Publication and Conveyance of Information by Means of Data Transmission

The corporation will make its announcements in the Federal Gazette. To the extent that the law allows explanations and information to be made accessible to shareholders, without prescribing a specific format for this, publication on the corporation's website will suffice for this. The corporation is entitled to convey information to its shareholders by means of data transmission pursuant to § 49, section 3 WpHG (Securities Trading Act).

II. Share capital and Shares

§ 4

Share capital and Shares

- (1) The share capital of the company is EUR 139,772,054 (in words: one hundred-thirty-nine million seven hundred seventy-two thousand fifty-four euros).
- (2) The share capital is divided into 139,772,054 no-par value shares, i.e., the proportional amount of the share capital attributable to the individual share is EUR 1.00. The shares are issued to the holder.
- (3) In the event of a capital increase, the participation in profit of the new shares may be regulated by way of derogation from Section 60 AktG.
- (4) The share capital of the company is provided by change of form.
- (5) The Executive Board is authorized to increase the share capital by up to EUR 55,000,000.00 once or more in cash and/or in kind by issuing new no-par value bearer shares in exchange for contributions in kind or in kind by up to a total of EUR 55,000,000.00 with the consent of the Supervisory Board (Authorised capital 2024).

The new shares may be taken over by one or more credit institutions designated by the Management Board with the obligation to offer them to shareholders (indirect subscription rights).

With the consent of the Supervisory Board, the Executive Board is authorized to exclude the statutory subscription rights of the shareholders for an amount of up to 10% of the current share capital of the company if the exclusion is in the well-understood interest of the company, in particular in the following cases:

- a) in the case of capital increases against contribution in kind to grant shares for the purpose of acquiring companies, parts of companies, participations in companies or other assets (incl. claims against the company or against third parties);
- b) for the purpose of issuing a maximum of 1,000,000 new shares to employees of the Company and companies affiliated with the Company in accordance with the statutory provisions;
- c) to the extent necessary to grant holders of the warrants and convertible bonds issued by the Company or its subsidiaries a subscription right to new shares to the extent to which they have exercised the option or convertible bonds. Conversion right or after fulfillment of options or. would be entitled to conversion obligations;
- d) to exclude any excess amounts from the subscription right;
- e) in the case of capital increases against cash contribution, if the issue amount of the new shares does not substantially reflect the exchange price of the already listed shares at the time of the final determination of the issue amount by the Management Board within the meaning of section 203 para. 1 and 2, 186 para. 3 sentence 4 AktG and the total amount attributable to the new shares for which the subscription right is excluded does not exceed 10% of the share capital, neither at the time of entry into force nor at the time of exercise of this authorization. Shares issued or to be issued on the basis of options or

convertible bonds are to be offset against this limit if the bonds are issued during the term of this authorization in accordance with Section 186 para. 3 sentence 4 AktG are issued to the exclusion of subscription rights; Furthermore, shares that are directly or correspondingly applied during the term of this authorization under section 186 para. 3 sentence 4 AktG are issued or sold.

With the consent of the Supervisory Board, the Executive Board is authorised to determine the further details of the capital increase and its implementation, including the content of the share rights and the terms of the share issue. The Supervisory Board is authorized to change the version of the Articles of Association according to the respective utilization of the Authorized Capital 2024 or after the expiry of the authorization period.

This authorization is limited to the extent that, after exercise of the authorization, the sum of the shares issued under this authorized capital, excluding subscription rights, is equal to 10% of the amount of the shares issued at the time of the authorization becoming effective if this value is lower - may not exceed the existing share capital at the time the authorization is used. Own shares sold during the term of the above authorization under exclusion of subscription rights shall also be credited against this 10 % limit, and any shares issued during the term of the foregoing authorization under the exclusion of subscription rights from any other authorized capital; Furthermore, such shares that are attached to options and/or conversion rights or conversion rights as a result of the exercise of bonds are to be offset. Option/conversion obligations are to be issued if the corresponding bonds are issued during the term of this authorization, excluding subscription rights.

Furthermore, the issuance of new shares on the basis of this authorization is only permitted as long as new shares, which may be issued for the purpose of servicing conversion or subscription rights, conversion obligations or tender rights from conditional capital, are included. If the conversion or subscription rights, conversion obligations or tender rights are previously established during the term of this authorization, a number of new shares of a total of 55,000,000 shall be issued (this corresponds to a share of the share capital of EUR 55,000,000.00) is not exceeded.

- (6) The company's share capital is conditionally increased by up to EUR 55,000,000.00 by issuing up to 55,000,000 new no-par value bearer shares (Conditional Capital 2024). The conditional capital increase will only be carried out to the extent that the holders or the shareholders of the company are not affected. Creditors of option bonds and/or convertible bonds, profit participation rights and/or profit liability securities (or combinations of these instruments) with option and/or conversion rights or. Option and/or conversion obligations or tender rights of the Company issued by the Company or by a Group company until 14 May 2029 pursuant to the authorization of the Executive Board by the Annual General Meeting of 15 May 2024 by the Company or by a Group company. Exercise the right of conversion or their obligation to exercise the option or. Fulfill conversion rights or. the company makes use of a right granted to it to grant shares of the company to the creditors of bonds in whole or in part instead of payment of the due amount of money and unless other forms of performance are used for service. The new shares participate in the profit from the beginning of the financial year in which they are issued.

The issuance of new shares from Conditional Capital 2024 is only permitted as long as new shares, which may be previously issued from authorized capital during the term of the Authorization Decision of 15 May 2024, are included, a number of new shares of a

total of 55,000,000 (corresponding to a share in the share capital of EUR 55,000,000.00) is not exceeded.

The issue of the new shares shall take place on the basis of the option or authorization decision specified above. Conversion price. The new shares shall participate in the profit from the beginning of the financial year in which they arise; To the extent permitted by law, the Management Board may, with the consent of the Supervisory Board, stipulate, by way of derogation, the profit participation of new shares for a financial year that has already expired.

With the approval of the Supervisory Board, the Executive Board is authorized to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to change the version of $\frac{1}{3}$ 4.6 of the Articles of Association according to the respective utilization of the Conditional Capital. The same applies in the event that the authorization to issue option and/or convertible bonds, profit participation rights and/or profit liability descriptions (or combinations of these instruments) with option and/or conversion rights or. Option and/or conversion obligations or tender rights of the company after expiry of the authorization period as well as in the event of non-utilization of the conditional capital after expiry of all options or tender rights. Conversion periods.

§ 5 Shares

- (1) The right of a shareholder to securitize his/her share is excluded.
- (2) The Executive Board will specify the form of the share certificates and the dividend coupons and the certificates of renewal.

III. Executive Board

§ 6 Composition, Bylaws

- (1) The Executive Board consists of at least two members. For the rest, the Supervisory Board will specify the number of members of the Executive Board. The Supervisory Board can appoint deputy members of the Executive Board.
- (2) The Executive Board will elect a Speaker from among its members, if the Supervisory Board does not appoint a member of the Executive Board as the Chairman of the Executive Board.
- (3) The Executive Board will determine its bylaws by means of a unanimous decision of its members, unless the Supervisory Board issues the bylaws for the Executive Board. The Supervisory Board will specify which business dealings may only be executed with its approval.

§ 7

Power of Representation

- (1) The corporation will be represented by two members of the Executive Board or by one member of the Executive Board together with one Authorized Representative.
- (2) The Supervisory Board can release all or individual member(s) of the Executive Board and Authorized Representatives who are entitled to provide legal representation together with a member of the Executive Board from the prohibition on multiple agency pursuant to § 181 2. Alt. BGB (Civil Code); § 112 AktG will remain unaffected.

IV. Supervisory Board

§ 8

Composition, Elections, Term of Office

- (1) The Supervisory Board consists of 12 members. Of these members, six are elected from the General Assembly and six are elected from amongst the employees pursuant to the provisions of the MitbestG (Co-Determination Act).
- (2) The members of the Supervisory Board as well as their substitute members will be elected for a term lasting until the end of the General Assembly, which decides on discharge for the fourth fiscal year after the beginning of the term of office, with the year during which the term of office starts not being included. The General Assembly can decide upon a shorter term for its to-be-elected members during the election. A successor for a member of the Supervisory Board who has resigned before his/her term of office has ended will be appointed – if the General Assembly does not determine the successor's term of office to be otherwise – for the remainder of the term of office of the resigned member of the Supervisory Board.
- (3) When a member of the Supervisory Board is elected, a substitute member can be simultaneously appointed who will step in in the Supervisory Board if the member of the Supervisory Board resigns before his/her term of office has ended without a successor being appointed. The term of office of a member of the Supervisory Board of the shareholders who steps in in the Supervisory Board will expire as soon as a successor has been appointed for the resigned member of the Supervisory Board, at the latest at the end of the term of office of the resigned member of the Supervisory Board.
- (4) The term of office of a member of the Supervisory Board will end in any case at the end of the regular General Assembly following the completion of the member's 70th year of life.
- (5) The members and substitute members of the Supervisory Board can resign their office by submitting a written explanation of their resignation to the Chairman of the Supervisory Board or to the Executive Board in compliance with a two-week notification period, also without important reason.

§ 9

Chairman and Deputy

- (1) The Supervisory Board will elect a Chairman and a Deputy from among its members pursuant to § 27 sections 1 and 2 MitbestG (Co-Determination Act). The term of office of the Chairman and the Deputy will be the same as their term of office as members of the Supervisory Board – unless a shorter term of office has been specified during elections. Elections will be held following the General Assembly during which the members of the Supervisory Board to be elected by the General Assembly have been elected; this meeting does not require a special convocation.
- (2) Should the Chairman or his/her Deputy resign his/her office prematurely, then the Supervisory Board must immediately hold new elections.
- (3) The Chairman or – in the event the Chairman is impeded – his/her Deputy is entitled, in the name of the Supervisory Board, to provide explanations regarding resolutions adopted by the Supervisory Board and its committees. Only the Chairman or – in the event the Chairman is impeded – his/her Deputy is entitled to accept explanations for the Supervisory Board.

§ 10

Bylaws, Modifications to the Articles of Incorporation Version

- (1) The Supervisory Board has issued bylaws within the framework of mandatory legal regulations and the provisions of these articles of incorporation.
- (2) The Supervisory Board is entitled to enact changes to the articles of incorporation that only concern this version.

§ 11

Convocation

- (1) Supervisory Board meetings will be convened by the Chairman or – in the event the Chairman is impeded – his/her Deputy in compliance with a notification period of 14 days. This can occur verbally, in writing, over the telephone or through means of modern telecommunication (email, etc.). The day the meeting invitation is sent out and the day of the meeting are not included in calculating the notification period. In urgent cases the Chairman can decrease the length of the meeting convocation notification period.
- (2) The meeting invitation must include the individual items of the agenda. Changes to the agenda must be submitted by the seventh day before the meeting takes place – unless later submissions are justified in urgent cases.
- (3) The Chairman can cancel or delay a convened meeting at his/her dutiful discretion.

§ 12 Adopting Resolutions, Quorums

- (1) As a rule, the Supervisory Board adopts resolutions during meetings. The Chairman leads these meetings. He/she decides the order in which the agenda items are discussed as well as the type and order of the voting.
- (2) Resolutions can only be adopted regarding those agenda items that were punctually announced in the invitation. If an agenda item was not punctually announced, then resolutions can only be adopted regarding this item if no member objects. In this case, any absent members of the Supervisory Board must be given the opportunity to object to the resolution after the fact within a reasonable time period to be determined by the Chairman. The resolution will only take effect if no absent members of the Supervisory Board have objected within the specified time period.
- (3) By order of the Chairman, a resolution can also be adopted by the Supervisory Board during a telephone or video conference or outside of a meeting by means of a vote held verbally, over the telephone, in writing or in text format. A right to appeal the form of resolution mandated by the Chairman is excluded. Such resolutions will be specified by the Chairman in writing and sent to all members.
- (4) The Supervisory Board constitutes a quorum when at least half of the members of the Supervisory Board participates in the decision-making process. A member also participates in adopting a resolution when he/she abstains from voting. Members who are connected via a telephone or video conference are counted as being present. Absent members may participate in the decision-making process to adopt a resolution if they have another member submit a vote in writing or via fax.
- (5) The resolutions are adopted by means of a simple majority of the votes, unless a different type of majority is required by law. If a vote in the Supervisory Board ends in a tie, and a second vote on the same subject equally ends in a tie, then the Chairman will have two votes to break the tie. Section 4, clause 3 is also applicable to casting of the second vote. The Deputy is not entitled to this second vote. In the event of a tie, the Chairman will decide whether another vote will be held during the same meeting.
- (6) The Chairman can delay the resolution adoption process for individual or all agenda items by at most four weeks if the same number of shareholder and employee members would not participate in the vote or if there is another important reason for the delay. The Chairman is not entitled to delay the proceedings a second time.
- (7) Minutes must be taken about the negotiations and resolutions adopted by the Supervisory Board; these must be signed by the Chairman and distributed to each member of the Supervisory Board.

§ 13 Committees

- (1) Immediately after the Chairman and his/her Deputy have been elected, the Supervisory Board must form a committee in the sense of § 31 section 3 MitbestG (Co-Determination Act) which consists of the Chairman, his/her Deputy and two additional employees, one

each from the amongst the Supervisory Board members of the employees and the shareholders, who will be elected by majority vote.

- (2) The Supervisory Board can form additional committees from its midst. The Supervisory Board's decision-making power can be transferred to the committees, to the extent the law allows.
- (3) A committee can elect a Chairman from among its members, if the Supervisory Board does not appoint a Chairman. A committee only constitutes a quorum when half of its members, but at least three members, participate in the resolution adoption process. In the event of a tie in the committee – with the exception of in a committee pursuant to § 27 section 3 MitbestG – the committee Chairman will have two votes if another vote on the same subject equally ends in a tie. For the rest, the Supervisory Board can stipulate the composition, powers and processes of the committees. Articles 11 and 12 correspondingly apply to the committees, unless the Supervisory Board stipulates otherwise.

§ 14

Remuneration for the Supervisory Board

- (1) Each member of the Supervisory Board will receive annual remuneration in the amount of 100,000,00 €.
- (2) The Chairman of the Supervisory Board will receive additional annual remuneration in the amount 100,000.00 €. The Deputy Chairman of the Supervisory Board and the Chairman of the Audit Committee will each receive an additional annual remuneration of 50,000.00 €.
- (3) The Members of the Supervisory Board will also receive an attendance fee for each meeting of the Supervisory Board and its committees they attend of 1,000.00 € but not exceeding 1,500.00 € per calendar day.
- (4) Supervisory Board members who have only served on the Supervisory Board for a part of the fiscal year will receive one twelfth of the remuneration for each calendar month or part calendar month of their service. This also applies correspondingly for membership of Supervisory Board committees.
- (5) The remuneration is payable after the end of the General Meeting of Shareholders which decides on the formal approval of the actions of the members of the Supervisory Board for the fiscal year for which the remuneration is to be paid.
- (6) The corporation will reimburse Supervisory Board members for reasonable expenses on receiving proof of expenses incurred. The VAT will be reimbursed by the corporation if the Supervisory Board members are entitled to bill the VAT separately to the corporation and exercise this right.
- (7) The corporation can take out liability insurance for the benefit of the Supervisory Board members which covers the legal liability of the Supervisory Board's activities. The corporation can also take out defense insurance, which covers the risks of the prosecution and legal defense of Supervisory Board members in connection with the Supervisory Board's activities.

- (8) The provisions of this § 14 (3) to (7) apply for the 2023 fiscal year. The provisions of this § 14 (1) and (2) apply from the 2025 fiscal year.

V. General Assembly

§ 15

Place and Convocation

- (1) The General Assembly will take place in the corporation's domicile in a city in a federal territory with more than 100,000 inhabitants or within a perimeter of 50 km from the corporation's domicile. The General Assembly will be convened by the Executive Board, subject to legal convocation rights of the Supervisory Board and a shareholder minority.
- (2) The General Assembly must – if no shorter term is legally permitted – be convened at least 30 days before the day of the assembly. The day of the General Assembly and the day of the convocation are not included in these 30 days. This convocation period will be increased by the days of the registration period.

§ 16

Registration and Proof of Authority

- (1) Shareholders who take part in the General Assembly or who want to exercise their right to vote must register before the assembly. The corporation must receive the registration at the address specified in the convocation at least six days before the General Assembly takes place. The convocation may stipulate a shorter deadline calculated in days. The day of the General Assembly and the day of the receipt of registration are not included in the calculation. The registration must be in writing and must be in either German or English.
- (2) Shareholders must also demonstrate their eligibility to attend the Annual General Meeting and exercise their voting rights. Proof of shareholding in text form by the final intermediary in accordance with section 67c subsection 3 AktG is sufficient for this purpose. Proof must be provided in German or English. The proof of the shareholding is based on the closing date of 22nd day before the Annual General Meeting and must be received by the Company at the address stated in the convocation at least six days before the meeting. The convocation may provide for a shorter period to be calculated in days. The date of the Annual General Meeting and the date of receipt shall not be included.

§ 17

Voting Right

- (1) Each individual share is accorded a voice in the General Assembly.
- (2) The voting right can be exercised by an authorized agent. Granting of proxy, its revocation and proof of proxy vis-à-vis the corporation require the written form; § 135 AktG remains unaffected. An easement of the form can be specified in the convocation.
- (3) If no compulsory laws and regulations are in opposition, resolutions will be adopted by a simple majority of the votes cast and, if the law prescribes a capital majority in addition

to a voting majority, with the simple majority of the principal amount represented during the resolution adoption process.

§ 18

General Assembly Leadership

- (1) The Chair in the General Assembly is lead by the Chairman of the Supervisory Board. In the event the Chairman of the Supervisory Board is unable to assume this duty, he/she will appoint another member of the Supervisory Board to assume this duty. If the Chairman of the Supervisory Board is unable to assume this duty and has failed to appoint a replacement, then the Chairman of the General Assembly will be elected by simple majority from among the shareholder representatives present in the General Assembly in the Supervisory Board.
- (2) The Chairman of the General Assembly can specify an order (of discussing agenda items) that deviates from the order announced in the agenda. He/she will determine the type, form and order of the resolutions.
- (3) The Chairman can limit the time that shareholders are entitled to speak at the General Assembly. He/she is particularly entitled to specify an appropriate timeframe for the proceedings of the General Assembly, for individual agenda items and for individual speakers at the start of or during the General Assembly.

§ 19

Transmission of the General Assembly, Online Participation, Postal Vote, Virtual General Assembly

- (1) The General Assembly may be audiovisually transmitted and recorded in part or in its entirety.
- (2) The details thereof will be arranged by the Executive Board as well as, during the General Assembly, the Chairman of the General Assembly.
- (3) Should proceedings be broadcast to the public, then this should be referred to as well as to the additional particulars in the invitation to the General Assembly.
- (4) Participation of members of the Supervisory Board in the General Assembly can occur via audiovisual transmission if the member of the Supervisory Board in question resides abroad or is impeded from attending the General Assembly in person due to his/her work commitments or for other reasons. The Chairman of the Supervisory Board will decide the manner in which this audiovisual transmission shall take place.
- (5) The Executive Board shall be entitled to stipulate that the shareholders participate in the General Assembly without being present in person or by proxy, and are able to exercise any and all of their rights in part or in their entirety online (online participation). Moreover, the Executive Board shall be entitled to determine the scope and procedure of the online participation, which will be announced at the time the General Assembly is convened.
- (6) The Executive Board shall be entitled to stipulate that the shareholders be able to vote in writing or electronically (postal vote) without participating in the General Assembly.

The Executive Board shall be entitled to stipulate provisions on the postal vote, which will be announced at the time the General Assembly is convened.

- (7) To the extent legally admissible, the Executive Board shall be entitled to decide with the consent of the Supervisory Board – until 30 June 2024 – that a General Assembly may be convened and held as a virtual General Assembly, taking into account legal provisions, without the shareholders and their proxies being personally present.

VI. Annual Statement of Accounts, Profit Distribution Regular, Annual General Assembly

§ 20 Annual Statement of Accounts

- (1) The Executive Board must submit the annual statement of accounts and the financial report for the previous year as well as the annual consolidated financial statement and the group financial report immediately after posting to the Supervisory Board and the auditor. At the same time, the Executive Board must submit a proposal for appropriation of the net profit to the Supervisory Board.
- (2) When determining the annual statement of accounts, the Executive Board and the Supervisory Board are entitled to allocate the annual net profit which remains after deducting the amounts allocated to the legal reserve and the debit carryover to other retained earnings in part or in its entirety. Allocation of a part that is greater than half of the annual net profit is not permitted if the other retained earnings exceed half of the share capital or would exceed this after the allocation.

§ 21 Profit Distribution, Regular General Assembly

- (1) Every year during the first eight months of a fiscal year, the General Assembly will make a decision about the discharge of a member of the Executive Board and of the Supervisory Board and about the use of the net profit for the previous fiscal year as well as about the election of the auditor (regular General Assembly).
- (2) The General Assembly can decide to allocate the net profit as a dividend in kind instead of or in addition to a cash dividend.

VII. Final Provisions

§ 22 Start-up Costs

- (1) The costs associated with the start-up of the corporation in the legal form of a limited liability corporation (especially notary, court and other legal and tax advice costs) will be borne by the corporation in an amount of up to EUR 1,200 (in words: onethousand twohundred euros).

- (2) The corporation will bear the costs and taxes associated with a change of legal form and its entry into the commercial register up to an amount of EUR 20,000 (in words: twentythousand euros).

**§ 23
Severability Clause**

Should these articles of incorporation contain an invalid provision, then this will not affect the remaining provisions.