

Unofficial translation of German original; only German text is binding

ARTICLES OF ASSOCIATION

of

TX Group AG

I. Company Name, Registered Office and Purpose of the Company

Article 1

**Company name,
registered office**

Under the company name

TX Group AG

(TX Group SA; TX Group Ltd.)

a company limited by shares has been incorporated with registered office in Zurich.

Article 2

Purpose

The purpose of the Company is the manufacture and distribution of products in particular in the field of media and information procurement, in the area of media marketing and digital marketplace and in similar lines of business. The focus is on long-term and sustainable value creation.

The Company may in addition buy, hold and sell equity interests of all types.

The Company may carry out all transactions directly or indirectly related to the corporate purposes mentioned above, including the acquisition and the sale of real estate.

II. Share Capital and Shares

Article 3

Share capital

The Company's share capital amounts to CHF 106,000,000.00 and is divided into 10,600,000 fully paid-in registered shares with a nominal value of CHF 10.00 per share.

Article 4

Shares

The Company issues its shares in the form of individual certificates, share certificates, global certificates or uncertificated securities. The Company may, subject to compliance with the requirements laid down by law, convert shares issued in one of these forms into another form at any time without the approval of the shareholders.

Shareholders shall have no entitlement for shares issued in one particular form to be converted into another form. However, each shareholder may request at any time that the Company issue an attestation relating to the registered shares held by him or her, as stated in the share register.

The transfer of intermediated securities the underlying assets of which are shares of the Company and any posting of collateral against such intermediated securities shall occur in accordance with the provisions of the Swiss Intermediated Securities Act. Intermediated securities may not be assigned.

Article 5

Share register, restriction on entry, nominees

The Company shall keep a share register in which the owners and usufructuaries of registered shares are registered along with their full name, place of residence, address and nationality (registered office for legal entities). Statutory usufructuaries, legal representatives of minors etc. who are not shareholders, but who are vested with voting rights in relation to a share according to law shall, upon application, be noted in the share register. Upon request, the Company shall issue to registered shareholders a confirmation of their shareholding in accordance with the share register.

The voting rights associated with the shares and related rights may only be exercised by persons who have been entered into the share register as shareholders, usufructuaries or nominees with voting rights and by persons vested with statutory voting rights in relation to a share. The foregoing shall be without prejudice to Article 12 paragraph 2.

Shares shall be indivisible. The Company shall recognise only one representative per share.

Upon request, the transferees of registered shares shall be entered into the share register as shareholders with voting rights, provided that they expressly declare that they have acquired the shares in their own name and on their own account, that there is no agreement to take back or return the shares concerned and that they bear the economic risk associated with the shares. The entry cannot be refused on the grounds that the request was made by the acquirer's bank.

The Board of Directors may refuse to register the transferee as a shareholder or usufructuary with voting rights if the number of shares held by him or her exceeds 5% of the total number of shares indicated in the Commercial Register. Legal entities and partnerships that are associated with or related to one another by virtue of capital ownership or voting rights, common management or in any other manner, and natural persons, legal entities and partnerships that act jointly or in a coordinated manner by common agreement or for the purpose of circumventing this provision shall be regarded as one single (1) person.

Shareholders who were entered in the share register on 14 September 2000 or transferees related to such shareholders shall be exempt from this restriction on entry.

The Board of Directors may enter nominees into the share register with voting rights in respect of up to a maximum of 3% of the share capital recorded in the Commercial Register. Nominees are persons who do not explicitly declare in the application for entry that they are holding the shares on their own account. The Board of Directors may register nominees in the share register with voting rights in respect of more than 3% of the share capital recorded in the Commercial Register, provided that the respective nominee informs the Company of the names, addresses and shareholdings of the persons on whose account he or she holds 0.5% or more of the registered share capital recorded in the Commercial Register. The Board of Directors shall conclude agreements with such nominees to determine, *inter alia*, the representation of the shareholders and the voting rights.

After hearing the registered shareholder or nominee, the Board of Directors may cancel entries in the share register retroactively to the date on which they were made if they were made using false information. The person concerned must be informed of the cancellation immediately.

Article 6

Subscription right

In the event that the share capital is increased and new shares are issued, the previous shareholders shall have a subscription right in proportion to the nominal value of their previous equity interest.

If the share capital is increased, the General Shareholders' Meeting may resolve to adopt other rules concerning entitlement to subscription rights if there is good reason to do so, and may in particular allocate all or part of the newly issued shares to non-shareholders. A good reason shall be deemed to include in particular the taking over of undertakings, parts of undertakings or equity interests and employee participation and the expansion of the shareholder base by way of national or international share placements. No person may be unduly advantaged or disadvantaged

through the restriction or revocation of the subscription right or the fixing of the issue price.

III. Governing bodies of the Company

A. The General Shareholders' Meeting

Article 7

Competence The General Shareholders' Meeting shall be the supreme governing body of the Company.

Article 8

Calling
1. Right and duty The ordinary General Shareholders' Meeting shall be held annually within six months of the end of the financial year. Extraordinary General Shareholders' Meetings shall be called as required. In addition to the external auditors, any shareholder or shareholders representing at least 5% of the share capital or the votes may request in writing that a meeting be called, stating the agenda items and the motions.

Article 9

2. Form The General Shareholders' Meeting shall be called by the Board of Directors by publication of a notice in the Company's publication organs at least 20 days prior to the date of the meeting. Shareholders entered into the share register may also be informed thereof in writing.

The invitation shall state

1. the date, the starting time, the form and the location of the meeting;
2. the agenda items;
3. the motions of the Board of Directors and a short explanation for these motions;

4. if applicable, the shareholders' motions with a short explanation of each;
5. the name and the address of the independent voting representative.

The annual report, the remuneration report and the external auditor's reports shall be made available to the shareholders at least 20 days prior to the ordinary meeting. If the documents are not electronically accessible, any shareholder may request that they be sent to them in good time.

Article 10

3. Agenda and right to table motions

Shareholders cumulatively representing at least 5% of the share capital or of the votes may request that items be placed on the agenda.

Subject to the same requirements, the shareholders may request that motions relating to items on the agenda be included in the notice convening the General Shareholders' Meeting.

Shareholders may submit a brief explanation when placing an item on the agenda or tabling a motion. This must be included in the notice convening the General Shareholders' Meeting.

The inclusion of an item on the agenda or motions on agenda items must be requested in writing at least 60 days prior to the meeting.

No resolutions may be passed in relation to agenda items that have not been duly announced, with the exception of proposals to call an extraordinary General Shareholders' Meeting or conduct a special investigation or to elect an external auditor.

Article 11

Inalienable powers

The General Shareholders' Meeting shall have the following inalienable powers:

1. to determine and amend the Articles of Association;

2. to appoint the members of the Board of Directors and its chairperson and the members of the remuneration committee;
3. to elect the external auditor;
4. to elect the independent representative of voting rights;
5. to approve the management report and the consolidated accounts;
6. to approve the annual accounts and resolutions concerning the use of the balance sheet profit;
7. to approve the remuneration of the Board of Directors and the Management Board in accordance with these Articles of Association;
8. to determine the interim dividend and approve the interim account required therefor;
9. to pass resolutions on repaying the statutory capital reserve;
10. to discharge the members of the Board of Directors;
11. to delist the equity securities of the Company;
12. to resolve on the motions of the Board of Directors, the external auditor and individual shareholders;
13. to approve the report on non-financial matters in accordance with Art. 964c CO;
14. to pass resolutions concerning the matters reserved to the General Shareholders' Meeting by law or the Articles of Association or those submitted to it by the Board of Directors.

Article 12

Voting rights and representation

Subject to paragraph 3 of this Article, each share entitles its holder one vote at the General Shareholders' Meeting.

Each shareholder may arrange by written power of attorney to be represented at the General Shareholders' Meeting by a third party, who need not be a shareholder, or pursuant to a written or electronic power of attorney by the independent representative of voting rights. The chairperson shall decide whether to recognise such powers of attorney.

A shareholder may exercise voting rights directly or indirectly for his or her own shares and for other shares represented, up to a maximum of 5% of the total number of shares indicated in the Commercial Register, or make arrangements to this effect. In this respect, legal entities and partnerships

that are related to one another by virtue of capital ownership or voting rights, common management or in any other manner, and natural persons, legal entities or partnerships that act jointly or in a coordinated manner by common agreement or for the purpose of circumventing this provision shall be regarded as one single (1) person.

The following persons shall be exempted from this restriction on voting rights

1. the independent representative of voting rights and
2. shareholders entered into the share register as holding more than 5% of the voting rights.

Article 13

Independent representative of voting rights

The General Shareholders' Meeting shall elect the independent representative of voting rights for a term in office which shall expire upon conclusion of the next ordinary General Shareholders' Meeting. Re-election is permitted.

Article 14

Resolutions and elections

Unless otherwise provided by law or the articles of association, the General Shareholders' Meeting shall pass resolutions and conduct elections by a majority of the shares bearing voting rights represented.

Elections and votes shall be conducted by a show of hands or electronically, unless the General Shareholders' Meeting decides to hold a written ballot or if so ordered by the chairperson.

A resolution by the General Shareholders' Meeting shall require at least two-thirds of the votes represented and a majority of the nominal value of shares represented for:

1. any amendment of the Company's purpose;
2. the consolidation of shares;
3. the introduction of shares with preferential voting rights;

4. any restriction on the transferability of registered shares;
5. the introduction of contingent capital or the introduction of a capital band;
6. a capital increase from equity capital, in return for contributions in kind or by offset with a claim and the granting of special privileges;
7. any restriction or cancellation of the subscription right;
8. any change in the currency of the share capital;
9. the introduction of a casting vote for the person chairing the General Shareholders' Meeting;
10. a provision of the articles of association on holding the General Shareholders' Meeting abroad;
11. the delisting of the equity securities of the company;
12. the relocation of the Company's registered office;
13. the introduction of an arbitration clause in the articles of association;
14. the dissolution of the Company.

Article 15

Venue

The Board of Directors shall decide on the venue for the General Shareholders' Meeting.

The Board of Directors may determine that the General Shareholders' Meeting be held in various locations at the same time, provided the oral contributions of participants are transmitted directly in sound and vision to all venues and/or that shareholders who are not present at the venue or venues of the General Shareholders' Meeting are able to exercise their rights electronically.

Alternatively, the Board of Directors may provide for the General Shareholders' Meeting to be held with no venue by electronic means.

Article 16

Chair, minutes

The General Shareholders' Meeting shall be chaired by the chairperson or, if he or she is unavailable, by another member of the Board of Directors.

The chairperson shall designate the teller or tellers and the secretary, who need not be shareholders.

Minutes shall be kept of the General Shareholders' Meeting, which must be signed by the chairperson and the secretary and shall contain in particular the following information:

1. the date, the starting and end times, the form and the venue of the General Shareholders' Meeting;
2. the quantity, type, nominal value and class of shares represented by the shareholders and the independent representative of voting rights;
3. resolutions and the results of elections;
4. requests for information and the answers provided in response;
5. declarations made by shareholders for the record;
6. any significant technical problems that arise during the General Shareholders' Meeting.

B. The Board of Directors

Article 17

Composition, election, term in office

The Board of Directors shall be comprised of at least 5 members, each of whom - including the chairperson - shall be elected to a term in office expiring upon the conclusion of the next ordinary General Shareholders' Meeting. Re-election is permitted. If replacement elections are held during the term in office, the newly elected officials shall serve out their predecessors' term in office. If the office of the chairperson is vacant, the Board of Directors shall appoint one of its members as chairperson until the conclusion of the next ordinary General Shareholders' Meeting.

Article 18

Constitution

Subject to the election of the chairperson and the members of the remuneration committee by the General Shareholders' Meeting, the Board of Directors shall organise its own internal affairs.

Article 19

Calling, chair

The Board of Directors shall meet upon invitation by the chairperson or, if he or she is unavailable, by another Board member whenever business requires this or whenever requested by a member, but as a rule at least four times a year.

The Board of Directors shall be chaired by the chairperson or, if he or she is unavailable, by another member of the Board of Directors.

Article 20

Resolutions, minutes

The Board of Directors shall be quorate if attended by a majority of its members. No quorum for attendance shall be required if a capital increase that has already been implemented is to be documented and the resulting amendments to the Articles of Association are to be resolved upon.

The Board of Directors shall pass resolutions and conduct elections by a majority of the votes cast. In the event of a tie, the chairperson shall have a casting vote.

Unless otherwise stipulated by law resolutions may also be adopted by using electronic means, applying Articles 701c–701e mutatis mutandis and, unless a member requests an oral discussion, in writing on paper or electronically. If the resolution is passed electronically, no signature is required.

Minutes shall be kept of discussions and resolutions and must be signed by the chairperson and by the minute-taker.

Article 21

Non-transferable duties

The Board of Directors shall have the following non-transferable and inalienable duties:

1. the Company's overall management and the issuing of all necessary directives;

2. the determination of the Company's organisation;
3. the organisation of the accounting, financial control and financial planning systems;
4. the appointment or removal of persons entrusted with business management and representation and the determination of their authority to sign;
5. overall supervision of the persons entrusted with managing the Company, also with regard to compliance with the law, Articles of Association, operational regulations and directives;
6. compilation of the annual report, the remuneration report and the report on non-financial matters in accordance with Art. 964c CO and other reports prescribed by law as well as preparation for the General Shareholders' Meeting and implementation of its resolutions;
7. filing an application for a debt restructuring moratorium and notification of the courts in the event that the Company is over-indebted;
8. the adoption of resolutions concerning an increase in the share capital, insofar as this falls within the competence of the Board of Directors, as well as the documentation of capital increases and the corresponding changes of the Articles of Association.

The Board of Directors shall moreover be empowered to resolve in relation to all matters save for those that have been transferred or reserved to the General Shareholders' Meeting.

The Board of Directors may appoint committees comprised of individual Board members to attend to certain duties. The foregoing shall be without prejudice to Article 22 and Article 23 concerning the remuneration committee.

Article 22

Organisation of the remuneration committee

The remuneration committee shall be comprised of at least three members of the Board of Directors, each of whom shall be elected to a term in office expiring upon conclusion of the office expiring upon conclusion of the next ordinary General Shareholders' Meeting. Re-election is permitted. If replacement elections are held during the term in office, the newly elected

officials shall serve out the term in office of their predecessors. If the number of members of the remuneration committee falls below the minimum number of three members, the chairperson shall replace the missing member or members with a member of the Board of Directors until the conclusion of the next ordinary General Shareholders' Meeting.

The remuneration committee shall organise its own business insofar as permitted by law and the Articles of Association. The chairperson of the Board shall designate the committee chairperson.

With regard to other matters, the Board of Directors shall direct the organisation of the remuneration committee through regulations.

Article 23

Principles governing the tasks and competences of the committee

The remuneration committee shall support the Board of Directors in relation to the determination and review of the compensation systems and targets as well as the preparation of motions for the General Shareholders' Meeting concerning the remuneration of the members of the Board of Directors and the Management Board.

The remuneration committee may present proposals to the Board of Directors concerning additional issues relating to compensation.

The Board of Directors may allocate further tasks and competencies to the remuneration committee and may clarify the tasks and competences under the Articles of Association.

Article 24

Transfer of management and organisational regulations, signatory power

The Board of Directors shall be entitled, acting in accordance with organisational regulations, to transfer the management or certain areas thereof to individual members of the Board of Directors or to other natural persons. These regulations shall govern business management, specify the necessary management positions, describe their tasks and regulate in particular reporting requirements.

The Board of Directors shall designate the members of the Board and third parties who are empowered to sign on behalf of the Company with legally binding effect. and it shall determine the manner in which they sign.

C. External auditor

Article 25

**Prerequisites,
election, term in
office and duties**

The General Shareholders' Meeting shall elect for a term in office of one year an external auditor that complies with the statutory requirements and is independent pursuant to Articles 728 and 729 of the Swiss Code of Obligations. Re-election is permitted. The external auditor may only be removed for good cause.

The General Shareholders' Meeting may only approve the annual accounts and the consolidated accounts and decide on the allocation of the balance sheet profit if an audit report has been presented and the external auditor is present.

The tasks, rights and duties of the external auditor shall be determined according to law (Article 727 et seq of the Swiss Code of Obligations).

IV. Provisions governing remuneration and related issues

Article 26

**Approval of
remuneration**

The General Shareholders' Meeting shall hold a separate vote each year to approve the overall amounts resolved upon by the Board of Directors either in advance or retrospectively for the period of time designated by it in the motion concerning:

- a) the remuneration of the members of the Board of Directors;
- b) the remuneration of the members of the Management Board, whereby the Board of Directors may also subdivide this total amount into an amount for fixed remuneration and an amount for variable remunera-

tion and present motions to this effect to the General Shareholders' Meeting separately for approval.

If the General Shareholders' Meeting has approved in advance a maximum amount for the full or partial remuneration of the Management Board, during the compensation periods concerned the Company or undertakings controlled by it may designate an additional sum of up to a maximum of 30% of this amount for each compensation period for the full or partial remuneration of each person appointed to the Management Board.

The Board of Directors may present motions with different effect or additional motions in relation to the periods designated by it for approval by the General Shareholders' Meeting.

The Company or undertakings controlled by it may disburse remuneration prior to approval by the General Shareholders' Meeting, which shall be subject to a requirement of retrospective approval.

If variable remuneration is voted on prospectively, the remuneration report must be submitted to the General Shareholders' Meeting for an advisory vote.

Article 27

Remuneration of the Board of Directors

The members of the Board of Directors shall be paid exclusively fixed remuneration. The fixed remuneration shall be comprised of basic compensation (fee) and may include additional remuneration elements.

Article 28

Remuneration of the Management Board

The members of the Management Board shall receive fixed and variable remuneration. The fixed remuneration shall be comprised of basic compensation (salary) and additional remuneration elements. The variable remuneration shall be conditional upon the fulfilment of quantitative and/or qualitative targets of a short- and/or long-term nature. Quantitative targets relate to the group and/or to individual areas of business, whilst qualitative

targets shall constitute personal targets. The total remuneration for each member shall take account of the function and level of responsibility of the recipient and comparisons with competitors and other sectors.

The variable remuneration may comprise a cash element and/or a share element that shall be subject to appropriate conditions governing vesting, exercise, forfeiture and/or performance.

The Board of Directors shall determine the relevant quantitative and/or qualitative targets, their weighting and their fulfilment in consultation with the remuneration committee and, if appropriate, upon the proposal of the chairperson of the Management Board.

Article 29

Common principles applicable to remuneration for the Board of Directors and the Management Board

Remuneration may be disbursed in the form of cash, shares, benefits in kind or services. Remuneration may also be disbursed to members of the Management Board in the form of options, comparable instruments or units.

The amount of remuneration shall reflect the market value of the remuneration at the time it is allocated.

The Board of Directors or, if such powers have been delegated to it, the remuneration committee, shall determine the market value of the remuneration at its reasonable discretion and shall determine the conditions applicable to allocation, vesting, exercise and forfeiture insofar as applicable. These may stipulate in particular that conditions governing vesting and exercise may continue to apply or may be curtailed or revoked, that remuneration may be paid in the event that certain targets are met or that remuneration may be forfeited in the event of the occurrence of events specified in advance, such as a change in control or the termination of an employment relationship or appointment.

The Company or undertakings controlled by it may acquire on the market the shares required in order to comply with its duties or, if available, make such shares available using the Company's contingent capital.

The remuneration may be paid by the Company or by undertakings controlled by it.

Article 30

Contracts concerning remuneration

The Company may agree upon remuneration with the members of Board of Directors and the Management Board either directly or through undertakings controlled by it. The maximum term or notice period for such contracts amounts to 3 years, unless any shorter periods are prescribed by law.

Article 31

Permitted activities outside the Group

No member of the Board of Directors may accept more than ten additional appointments, including no more than five in companies listed on the stock exchange.

No member of the Management Board may accept more than five additional appointments, including no more than one in a company listed on the stock exchange.

Appointments to businesses controlled by the Company or that control the Company are not subject to this limitation.

Appointments shall include appointments, that the members of the Board of Directors and the Management Board carry out in comparable positions in other undertakings with commercial objects. Appointments to different undertakings under uniform control or with the same economic beneficiary shall be regarded as one single appointment.

V. Annual report, management report, allocation of the profit and reserves

Article 32

Financial year The Board of Directors shall determine the start and end of the financial year.

Article 33

Accounting rules The Board of Directors shall determine the applicable accounting rules and decide in situations in which these rules provide for different options.

Article 34

Annual report The Board of Directors shall draw up an annual report for each financial year, which shall be comprised of the annual accounts (consisting of a profit and loss statement, cash flow statement, balance sheet and notes), the management report and the consolidated accounts. If consolidated accounts are to be drawn up according to a recognised standard of accounting, the cash flow statement and the management report may be dispensed with.

Article 35

Allocation of profit and reserve The General Shareholders' Meeting decides on the allocation of the balance sheet profit in accordance with the statutory provisions. The Board of Directors submits its motions to it.

In addition to the reserves required by law the General Shareholders' Meeting can create further reserves within the legal framework.

VI. Dissolution and Liquidation

Article 36

Liquidation

The General Shareholders' Meeting may resolve at any time to dissolve and liquidate the Company according to law and the Articles of Association.

Liquidation shall be conducted by the Board of Directors unless resolved otherwise by the General Shareholders' Meeting. With regard to other matters, dissolution and liquidation shall be governed by Articles 736 et seq of the Swiss Code of Obligations.

VII. Announcements and Communications

Article 37

Announcements

The publication organ for official announcements by the Company is the Swiss Official Gazette of Commerce. The Board of Directors is empowered to designate further publication organs.

Communications

Communications from the Company to shareholders are made by publication in the Swiss Official Gazette of Commerce.