CODE OF PROCEDURE

CenaCom GmbH

Center for Applied Conflict Management – State approved conciliation authority –

Status: 14th Oktober 2018

Preamble

CenaCom GmbH – Centrum for Applied Conflict Management – is a government-
recognised conciliation authority and offers comprehensive services geared towards
the out-of-court settlement of disputes. These procedural rules provide for the legal
and parties’ views of the involved parties as part of arbitration / mediation
proceedings, conciliation hearings or other, comparable proceedings (hereinafter
referred to as the “Proceedings”). The parties may enter into regulations to the
contrary at any time and in writing. The version that is up-to-date at the start of the
Proceedings shall apply provided the involved parties do not specify anything to the
 contrary.

Section 1 Scope

(1) CenaCom is a state approved conciliation authority according to Section 794,
paragraph 1, no. 1 German Civil Procedure Code (ZPO).

(2) Execution may be levied based on the agreements recorded by the conciliation
authority.

(3) Statutes of limitations are suspended according to and in the scope of the legal
regulations of Sections 203 et seq. German Civil Code (BGB).

(4) The procedure is permitted in all cases in which the parties can settle a dispute
themselves according to the law.

Section 2 Principles of the proceeding

(1) The proceeding is personally directed by a CenaCom mediator in accordance
with the provisions of these rules of procedure and arranged in agreement with the
parties involved. It is not a formal judicial or arbitration proceeding.

(2) The proceeding is personally directed by a CenaCom mediator in accordance
with the provisions of these rules of procedure and arranged in agreement with the
parties involved. It is not a formal judicial or arbitration proceeding.

(3) The mediator shall be guided in his activity solely by the identifiable interests
of the parties involved and the applicable legal situation. The mediator’s task is to
promote cooperative negotiations between the parties involved. He shall promote the
settlement of dispute in any manner he believes to be appropriate and shall support
the parties involved to find a solution to the dispute that is satisfactory for both sides.
For this purpose, he can develop non-binding proposals or alternatives to resolve
the dispute and present them to the parties together or individually.

(4) The mediator and his assistant are obliged to maintain secrecy with regard to all
procedural facts and circumstances. The mediator and his assistant may not
be questioned in court or any other place as a witness regarding the events of the
proceeding. The mediator and his assistant shall avail himself of his existing rights
to refuse to give testimony.

Section 3 Initiating the proceeding, application fee

(1) The proceeding is initiated at the request of a party.

(2) The petition may be filed with the conciliation authority in writing (including by
facsimile) or verbally for dictation.

(3) The petition must contain the following details to be deemed valid:
(a) The name and addresses of the parties as required for a summons.
(b) A brief description of the matter in dispute and the designation of the claim
that is also signed by the party making the petition, or by its authorised representative, in
their own hand.
(4) In the case of written petitions, the number of copies required for the service is to
be stated. In the event that the copies are lacking, the Petitioner shall be required to
subsequently provide these following a request by the conciliation authority and
reimburse the conciliation authority for the costs incurred in that respect.

5) Upon receipt of the petition, a petition fee shall apply that immediately falls due
for payment (including a disbursement flat-rate etc.) and is payable by any party filing
a petition without a repayment claim irrespective of whether or not negotiations are
entered into. The petition fee shall be reduced if the petition is withdrawn prior to the
issue and forwarding of the announcement.

(6) Bringing about the announcement for up to three respondents is deemed
settled by way of the petition fee in accordance with Section 3 (5) sentence 1. From

the fourth Respondent, the petition fee increases for each additional Respondent.
(b) In each case two domestic service attempts for the purpose of an announcement
are deemed settled by way of Section 3 (5) sentence 1. Each additional domestic
service attempt increases the petition fee. Additional fees shall be payable for each
service abroad. In addition to that the application fee may be reduced by the
CenaCom in special cases.

Section 4 Determining an appointment

(1) If the proceeding has been initiated through an application in accordance with
Section 3, paragraph 2 and the other party is ready for the proceedings, the mediator
shall determine a prompt hearing date and venue, if possible following consultation
with all parties involved.

(2) The parties shall receive the rules of procedure with a request for approval. The
opposing party shall receive a copy of the application in accordance with Section 3,
paragraph 2.

(3) Upon determining an appointment, a procedural fee shall be due immediately
corresponding to the charge for a half-day meeting, in accordance with Section 12,
paragraph 1a). In cases of oral proceedings, fees will be deducted in accordance with
Section 12, paragraph 1a).

Section 5 Personal appearance of the parties

(1) The parties should appear in person at the scheduled appointment.

(2) A party may send a representative to the proceedings, provided that he is capable
of clarifying the state of affairs and expressly authorised to conclude a settlement.
Trading companies and legal persons may be represented by authorised agents
provided that full power of attorney and decision-making authority are demonstrably
granted. Parents as legal representatives of their children may represent each other
procedure-related written submission of power of attorney documents.

(3) Each party may consult counsel in the proceeding (legal counsel, solicitor). The
mediator should be informed of this prior to the start of the proceeding.

Section 6 Procedure

(1) The proceeding is not open to the public unless the mediator and the parties have
expressly made different arrangements.

(2) The proceeding is oral and shall not be prepared by briefs. It will be conducted in
one appointment. If the proceeding is interrupted, a prompt appointment shall be
agreed at the same time, in order to be continued.

(3) Witnesses and experts, brought to the appointment by the parties at their cost,
can be consulted, submitted documentation shall be taken into account. An
inspection can be made with the approval and in the presence of all parties.

Section 7 End of the proceeding

The proceedings shall end within the meaning of Section 204(2) BGB (German
Civil Code) if one of the facts stated under a. to f. applies:
(a) If the conflict is conclusively resolved by way of an agreement.
(b) If all parties of one side state the procedure has failed,
(c) If the mediator states the procedure has failed due to a lack of prospects of success,
(d) If a party fails to pay the petition fees (Section 3(5)) or the requested cost
advances in full or in part within a period of two weeks following a written warning
issued by the conciliation authority,
(e) If the Respondent has not issued a statement or has rejected the proceedings
following the announcement of the petition for conciliation the Respondent within
three months,
(f) If the petition is withdrawn,
and such a fact is specified by the conciliation authority in writing.
Section 8 Agreement, protocol

(1) A protocol shall be created at the request of a party about the agreement or failure of the attempt to reach an agreement.

(2) The protocol must contain:
   a) Name and residence of the mediator,
   b) location and time of the proceeding,
   c) name and addresses of the parties, legal representatives, authorised agents and counsel,
   d) the object of the dispute,
   e) the agreement of the parties or statement about the failure of the attempt to reach an agreement.

Section 9 Copy and storage

(1) On request, the mediator shall issue the parties or their legal successors with a copy of the protocol.

(2) The mediator shall store the original copy of the protocol and the remaining documents for five years upon completion of the proceeding.

Section 10 Enforcement

(1) Enforcement shall take place based on the recorded agreement in accordance with Section 794, paragraph 1, no. 1 ZPO

(2) The local court in 76131 Karlsruhe is responsible for the enforcement clause.

Section 11 Legal proceedings

(1) The parties involved shall acknowledge that initiating proper legal proceedings may jeopardise the success of the proceeding. They therefore agree that the enforceability of objective conflict claims by agreeing to these rules of proceeding are excluded until completion of the proceeding. Initiating a judicial summary proceeding shall remain excluded provided that this is necessary to maintain right.

(2) Initiating ordinary court proceedings is permitted as far as expiry of the statutory limitation periods would lead to a loss of rights.

(3) Mandatory arbitration proceedings (e.g. Section 15a German Law Concerning Initiating the Civil Procedure Code - EGZPO) are not excluded by paragraph 1.

Section 12 Cost and Fees

(1) CenaCom shall receive the following fee for its activity as mediator:
   a) On the first day of proceedings each party shall pay a proceedings fee for 1 whole day meeting (4 x 90 minutes plus three breaks) or 1 half-day meeting (4 x 90 minutes plus a break)
   b) From the second proceeding day the parties shall be required to pay as joint and several debtors a proceedings fee based on hourly rates with consideration given to the amount in dispute
   c) With regard to preparation and follow-up work, all parties shall be required to pay as joint and several debtors an hourly fee with consideration given to the amount in dispute in each case plus the statutory turnover tax. This also applies to written proceedings. Depending on commercial significance and the complexity of the case, the above mentioned standard fees can be modified. The parties can make an internal arrangement for different cost agreements.
   d) If the agreed hearing appointment does not take place, the fee shall be the rate for one hour, in accordance with paragraph 1b), provided that the hearing is not cancelled up to 6 pm three working days before the meeting
   e) the object of the dispute,
   f) the agreement of the parties or statement about the failure of the attempt to reach an agreement.

(2) In other respects, the statutory liability claims of a private law content against the legal representatives, authorised agents and counsel, with regard to preparation and follow-up work, shall be limited in accordance with Section 3(5) to (7) and Section 12(1) V erfO (Code of Procedure) are based on the CenaCom cost overview (see Annex).

Section 13 Final provisions

(1) Fees will be due upon completion of the proceeding, provided that no other regulation applies.

(2) The mediator may make the proceeding hearing dependant on payment of a retainer. The mediator is entitled to discontinue his work if the parties have not fulfilled their obligation no later than two weeks upon being reminded. For proceeding meetings, the mediator may request retainers from the parties for up to four proceeding meetings.

(3) Confirmation of the failure of the settlement attempt, as well as the copies and duplicates of the protocol may be retained until the due costs to the relevant party have been paid. The same applies to the arranging for enforceable copies.
## COST OVERVIEW

<table>
<thead>
<tr>
<th>Fee no.</th>
<th>Fee type</th>
<th>Basic fee plus VAT</th>
<th>Increase in basic fee plus VAT each at</th>
<th>Hourly fee plus VAT</th>
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<tbody>
<tr>
<td>G-KA-1</td>
<td>Petition fee for up to 3 respondents Section 3 (5) VerfO (German Code of Procedure) to amount in dispute 500.000 €</td>
<td>200,00 €</td>
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<td>G-KA-2</td>
<td>Petition fee for up to 3 respondents Section 3 (5) VerfO (German Code of Procedure) to amount in dispute 1.000.000 €</td>
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<td>G-KA-3</td>
<td>Petition fee for up to 3 respondents Section 3 (5) VerfO (German Code of Procedure) to amount in dispute 10.000.000 €</td>
<td>1.000,00 €</td>
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<td>G-KA-4</td>
<td>Petition fee for up to 3 respondents Section 3 (5) VerfO (German Code of Procedure) to amount in dispute 30.000.000 €</td>
<td>5.000,00 €</td>
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<tr>
<td>G-KA-5</td>
<td>Petition fee for up to 3 respondents Section 3 (5) VerfO (German Code of Procedure) in excess of amount 30.000.000 €</td>
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<td>G-KA-6</td>
<td>Increase in the petition fee from the 4th respondent Section 3 (6)a) VerfO</td>
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<td>G-KA-7</td>
<td>Servicing in Germany from 3rd service attempt Section 3 (6)b) VerfO in each case</td>
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<tr>
<td>G-KA-8</td>
<td>Additional fee for service abroad Section 3 (6)b) VerfO</td>
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<td>G-KA-9</td>
<td>Reduced petition fee following withdrawal Section 3 (5) VerfO</td>
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<td>50 %</td>
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<td>G-KA-10</td>
<td>Proceedings fee 1st day of proceedings (2 x 90 minutes) Section 12 (1)a) VerfO</td>
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<td>G-KA-11</td>
<td>Proceedings fee 1st day of proceedings (4 x 90 minutes,) Section 12 (1)a) VerfO</td>
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<td>600,00 €</td>
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<tr>
<td>G-KA-12</td>
<td>Hourly rate according to Section 12 (1)b and c) VerfO to amount in dispute of 500.000 €</td>
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<td>300,00 €</td>
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<td>G-KA-13</td>
<td>Hourly rate according to Section 12 (1)b and c) VerfO to amount in dispute of 1.000.000 €</td>
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<td>G-KA-15</td>
<td>Settlement fee in accordance with RVG German Lawyers’ Remuneration Act 1000 Procedural Provisions</td>
<td>Conditional on amount in dispute *</td>
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<td>G-KA-16</td>
<td>Disbursements and travelling expenses in accordance with RVG Part 7 Procedural Provisions</td>
<td>at cost *</td>
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* To be passed on to the parties as joint and several debtors