

ARTICLES OF INCORPORATION

of

Symrise AG

I. General Terms and Conditions

§ 1

Company, Domicile and Fiscal Year

- (1) The company manages the company:

Symrise AG.

- (2) It is based in Holzminden.

- (3) The Company's financial year begins on 1 January of each year and ends on 31 December of that year.

§ 2

Corporate Purpose

- (1) The object of the company is the management of a group of companies, which in particular in the field of development, production, distribution and marketing of fragrances and flavors, cosmetic basic and active ingredients and colors for cosmetics and the food industry. The management also includes the provision of services to companies of the group.
- (2) The company may also act in the areas mentioned in paragraph 1. It is entitled to all measures and transactions that appear suitable to serve the object of the company. For this purpose, it may also establish, acquire or participate in other companies in Germany and abroad. It may combine companies in which it has a majority shareholding under its management or limit itself to managing the shareholding. It may outsource its operations in whole or in part to affiliated companies.

§ 3

Publication and Conveyance of Information by Means of Data Transmission

The company's announcements are published in the Bundesanzeiger. To the extent that the law provides that statements or information are made available to shareholders without prescribing a specific form, it is sufficient to post them on the company's website. The company is entitled to transmit information to its shareholders by means of remote data transmission in accordance with section 49 paragraph 3 WpHG.

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 contributions in kind to grant shares for the purpose of acquiring companies, parts of companies, holdings in companies or other assets (including 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 rights or after fulfilment of options or 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 which are to be offset against this limitation during the term of this authorization in the direct or corresponding application of 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 authorised capital; and any such shares which are attached to an exercise of bonds shall be set off against and/or conversion rights or. 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, which are based on the authorization of the Executive Board by the Annual General Meeting vom 15. May 2024 is issued by the Company or by a Group Company by 14 May 2029, by its Option or Group Company. make use of the conversion right or fulfil its obligation to exercise the option or conversion right. 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 participate in the profit from

the beginning of the financial year in which they are created; to the extent permitted by law, the Management Board may, with the approval of the Supervisory Board, also stipulate 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) A shareholder's right to securitisation of his share is excluded.
- (2) The form of the share certificates as well as the profit share and renewal certificates are determined by the Executive Board.

III. Executive Board

§ 6 Composition, Bylaws

- (1) The Executive Board consists of at least two members and the Supervisory Board determines the number of Executive Board members. The Supervisory Board may appoint deputy members of the Executive Board.
- (2) The Executive Board elects a spokesperson from among its members, unless the Supervisory Board appoints a member of the Executive Board as Chairman of the Executive Board.
- (3) The Executive Board shall determine its rules of procedure by unanimous resolution of its members unless the Supervisory Board adopts rules of procedure for the Executive Board. The Supervisory Board determines which transactions may only be carried out with its consent.

§ 7 Power of Representation

- (1) The company is represented by two members of the Management Board or by a member of the Management Board together with an authorized signatory.
- (2) The Supervisory Board may prohibit all or individual members of the Executive Board and authorised signatories entitled to represent the Executive Board jointly with a member of the Executive Board in accordance with section 181 2. Release BGB; section 112 AktG remains unaffected.

IV. Supervisory Board

§ 8 Composition, Elections, Term of Office

- (1) The Supervisory Board consists of twelve members. Of these, six members are elected by the Annual General Meeting and six members by the employees in accordance with the provisions of the Codetermination Act (MitbestG).
- (2) The election of the Supervisory Board members and, where applicable, their replacement members shall take place for the period until the end of the Annual General Meeting, which decides on the discharge for the fourth financial year after the beginning of the term of office, whereby the year in which the term of office begins is not included. The Annual General Meeting may decide on a shorter period of time for members to be elected. The appointment of a successor to a Supervisory Board member who resigned before the end of his term of office, unless the Annual General Meeting otherwise determines the term of office of the successor, shall be for the remainder of the term of office of the retired Supervisory Board member.
- (3) With the election of a member of the Supervisory Board, a substitute member may be appointed at the same time, which shall be added to the Supervisory Board if the member of the Supervisory Board resigns before the end of his term of office without a successor being appointed. The office of a successor to the former Supervisory Board member of the Supervisory Board shall expire as soon as a successor has been appointed for the former Supervisory Board member, at the latest at the end of the term of office of the former Supervisory Board member.
- (4) In any case, the term of office of a member of the Supervisory Board shall end at the end of the Annual General Meeting, which is scheduled for the completion of 70. year of life follows.
- (5) The members and the substitute members of the Supervisory Board may resign from office without good cause by means of a written declaration to be made to the Chairman of the Supervisory Board or to the Executive Board within a period of two weeks.

§ 9 Chairman and Deputy

- (1) In accordance with section 27 subsection 1 and 2 MitbestG, the Supervisory Board elects a chairman and a deputy from among its members. The term of office of the Chairman and the Deputy Chairman shall correspond, unless a shorter term of office is determined at the election, to their term of office as a member of the Supervisory Board. The elections are to take place following the Annual General Meeting at which the Supervisory Board members to be elected by the Annual General Meeting have been newly elected; this meeting does not require a special convening.
- (2) If the Chairman or his deputy resigns from office prematurely, the Supervisory Board must immediately hold a new election.
- (3) The Chairman or - if the Chairman is absent - his deputy is authorised to make the necessary declarations on behalf of the Supervisory Board for the implementation of the resolutions of the Supervisory Board and its committees. Only the chairperson or - in the event of his or her inability - his or her deputy is authorised to accept declarations for the Supervisory Board.

§ 10

Bylaws, Modifications to the Articles of Incorporation Version

- (1) Within the framework of the mandatory statutory provisions and the provisions of these Articles of Association, the Supervisory Board shall adopt rules of procedure.
- (2) The Supervisory Board is authorised to adopt amendments to the Articles of Incorporation that only concern the version.

§ 11

Convocation

- (1) Supervisory Board meetings shall be convened by the Chairman or, if he is unable to attend, by his deputy, with a notice period of fourteen days. This can be done orally, in writing, by telex, by telephone or by the use of modern telecommunications means (e-mail, etc.). The date of sending the invitation and the date of the meeting are not included in the calculation of the time limit. In urgent cases, the chairman may shorten the notice period.
- (2) The invitation shall specify the individual items of the agenda. Amendments to the agenda, unless an urgent case justifies a later communication, must be communicated by the seventh day before the sitting.
- (3) The Chairman may rescind or reschedule a convened meeting at his discretion.

§ 12

Adopting Resolutions, Quorums

- (1) Resolutions of the Supervisory Board are generally passed in meetings and chaired by the Chairman. It determines the order in which the items of the agenda are negotiated, as well as the type and order of votes.
- (2) Decisions should only be taken on items on the agenda that have been announced in time in the invitation. If an agenda item has not been announced in time, it may only be decided if no member objects. In such a case, absent Supervisory Board members must be given the opportunity to subsequently object to the resolution within a reasonable period of time to be determined by the Chairman. The resolution becomes effective only if no absent Supervisory Board member has objected within the deadline.
- (3) A resolution of the Supervisory Board may also be passed by order of the Chairman in a telephone or video conference or outside a meeting by means of oral, telephone, written or text voting. There is no right to object to the form of resolution ordered by the chairman. Such decisions shall be adopted in writing by the Chairman and shall be forwarded to all members.
- (4) The Supervisory Board shall have a quorum if at least half of the members of which it is to be composed as a whole participate in the resolution. A member shall also participate in the decision-making process if he abstains from voting. Members who are connected by telephone or video conference are considered present. Absent members may participate in the decision-making process by having a written or fax-transmitted vote handed over by another member.
- (5) Decisions are taken by a simple majority of the votes cast, unless a different majority is required by law. If a vote on the Supervisory Board results in a tie, the Chairman shall have two votes in the event of a new vote on the same subject, even if it results in a tie.

Paragraph 4, third sentence, shall also apply to the casting of the second vote. In the event of a tie, the Chairman shall decide whether to vote again at the same meeting.

- (6) The Chairman may postpone the decision-making on individual or all items of the agenda for a maximum of four weeks, if the same number of members of the shareholders and the employees would not participate in the decision-making or if there was otherwise a significant reason for the postponement. The chairman is not authorised to postpone the meeting.
- (7) Minutes of the negotiations and resolutions of the Supervisory Board must be prepared, signed by the Chairman and forwarded to each member of the Supervisory Board.

§ 13 Committees

- (1) Immediately after the election of the Chairman and his deputy, the Supervisory Board shall form the Supervisory Board for the exercise of the provisions of section 31 para. 3 MitbestG designated a committee to which the chairman, his deputy and two other members belong, one of which is each elected by the supervisory board members of the employees and the shareholders by a majority of the votes cast.
- (2) The Supervisory Board can form further committees and fill them from among its members. To the extent permitted by law, the Supervisory Board may delegate decision-making powers to the committees.
- (3) A committee may elect a chairman from among its members unless the Supervisory Board appoints a chairman. A committee is only quorate if half of its members, but at least three members, participate in the decision-making process. In the event of a tie in the committee - except in the committee pursuant to section 27 para. 3 MitbestG - the chairman of the committee has two votes if a new vote on the same subject matter results in a tie. The Supervisory Board may also regulate the composition, powers and procedures of the committees. Sections 11 and 12 shall apply mutatis mutandis to the committees, unless otherwise determined by the Supervisory Board.

§ 14 Remuneration for the Supervisory Board

- (1) The members of the Supervisory Board receive an annual remuneration of €88,000.00.
- (2) The Chairman of the Supervisory Board receives an additional annual remuneration of €88,000.00. The Deputy Chairman of the Supervisory Board and the Chairman of the Audit Committee receive additional annual remuneration of €44,000.00 each.
- (3) In addition, the members of the Supervisory Board receive a meeting fee of € 1,000.00 for each participation in a meeting of the Supervisory Board and its committees, but not more than € 1,500.00 per calendar day.
- (4) Members of the Supervisory Board who have only been a member of the Supervisory Board for part of the financial year receive one twelfth of the remuneration for each month of their work. This applies accordingly to memberships in Supervisory Board committees.

- (5) The remuneration is payable at the end of the Annual General Meeting, which decides on the discharge of the Supervisory Board member for the respective financial year for which the remuneration is to be paid.
- (6) The Company shall reimburse the Supervisory Board members for reasonable expenses on presentation of evidence. The VAT will be reimbursed by the Company if the members of the Supervisory Board are entitled to charge the VAT separately to the Company and to exercise this right.
- (7) The Company may take out liability insurance for the benefit of the Supervisory Board members, which covers statutory liability arising from the activities of the Supervisory Board. It may also take out legal expenses insurance that covers the risks of prosecution and legal defence of the members of the Supervisory Board in connection with the activities of the Supervisory Board.
- (8) The provisions of this section 14 shall apply from the financial year 2023

V. General Assembly

§ 15 Place and Convocation

- (1) The Annual General Meeting takes place at the registered office of the company, in a city in Germany with more than 100,000 inhabitants or within a radius of 50 km from the registered office of the company. It is convened by the Executive Board, subject to the statutory rights of the Supervisory Board to convene and a change in shareholders.
- (2) The Annual General Meeting shall be convened at least thirty days before the date of the meeting - unless a shorter period of time is permitted by law. The day of the Annual General Meeting and the day of the convocation shall not be included. This notice period is extended by the days of the registration period.

§ 16

Registration and Proof of Authority

- (1) Shareholders who wish to attend the Annual General Meeting or exercise their voting rights must register before the Annual General Meeting. The registration must be received by the company at the address provided in the convocation at least six days before the Annual General 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. The application must be submitted in text form and in German or English.
- (2) Shareholders must also prove their entitlement to participate in the Annual General Meeting and to 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 of shareholding must be provided in German or English. The 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 no-par value share shall grant one vote at the Annual General Meeting.
- (2) The right to vote may be exercised by a proxy. The granting of the power of attorney, its revocation and proof of the power of attorney vis-à-vis the company must be in text form; section 135 AktG remains unaffected. In the convocation a relief of the form can be determined.
- (3) Resolutions shall be passed by a simple majority of the votes cast and, provided that the law stipulates a capital majority in addition to the majority of votes, unless mandatory statutory provisions conflict with this, by a simple majority of the share capital represented in the resolution.

§ 18 General Assembly Leadership

- (1) The Chairman of the Supervisory Board chairs the Annual General Meeting. In the event of his absence, he shall appoint another member of the Supervisory Board to carry out this task. If the Chairman is unable to attend and has not appointed a representative, the Head of the Annual General Meeting shall be elected by the shareholder representatives present at the Annual General Meeting on the Supervisory Board by a simple majority of votes.
- (2) The chairman of the meeting may determine a different order of the items to be negotiated from the announcement in the agenda. It determines the type, form and order of the votes.
- (3) The chairman may limit the shareholders' right to ask questions and to speak in a timely manner. In particular, he is entitled to set a time-appropriate framework for the course of the general meeting, for individual agenda items and for individual speakers at the beginning or during the general meeting.

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

- (1) The Annual General Meeting may be transmitted and recorded in part or in full in sound and image.
- (2) The Executive Board and the Chairman of the Annual General Meeting shall regulate the details.
- (3) If a public transfer is to take place, this and the further details in the invitation to the Annual General Meeting must be pointed out.
- (4) The participation of members of the Supervisory Board in the Annual General Meeting can be carried out in coordination with the Chairman of the Supervisory Board by means of image and sound transmission, if the Supervisory Board member is domiciled abroad or is prevented from physically attending the Annual General Meeting on the day of the Annual General Meeting due to the exercise of his own business or for other reasons or if the Annual General Meeting is held as a virtual Annual General Meeting is held at the location of the Annual General Meeting without the physical presence of the shareholders or their

authorised representatives. The Chairman of the Supervisory Board decides on the manner in which a picture and sound transmission takes place.

- (5) The Executive Board shall be authorised to provide that shareholders may participate in the Annual General Meeting without being present at the Annual General Meeting and without an authorised representative and may exercise all or any of their rights in whole or in part by means of electronic communication (Online participation). The Executive Board is also authorized to make provisions regarding the scope and procedure of online participation. These are announced with the convocation of the Annual General Meeting.
- (6) The Executive Board is authorised to provide that shareholders may cast their votes in writing or by electronic communication, even without attending the Annual General Meeting (postal vote). The Board of Directors is authorised to make provisions on the procedure for postal voting. These are announced with the convocation of the Annual General Meeting.
- (7) For a period of two years from the entry of the amendment to the Articles of Association adopted by the Annual General Meeting on 15 May 2024, the Executive Board is authorised to introduce this paragraph 7 into the Company's commercial register, provide for the Annual General Meeting to be held at the venue of the Annual General Meeting without the physical presence of the shareholders or their authorised representatives (virtual Annual General Meeting). In the case of the virtual general meeting, section 15 paragraph 1 sentence 1 of the articles of association shall not apply.

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

§ 20 Annual Statement of Accounts

- (1) For the past financial year, the Management Board must draw up the annual financial statements and the management report as well as the consolidated financial statements and the Group management report within the statutory deadlines and submit them to the Supervisory Board and the auditor immediately after they have been drawn up. At the same time, the Management Board must submit a proposal to the Supervisory Board for the appropriation of the net profit.
- (2) The Executive Board and the Supervisory Board are authorised, when the annual financial statements are approved, to partially or completely allocate the annual surplus, which remains after deducting the amounts to be entered into the statutory reserve and a loss carried forward. The hiring of a larger part than half of the annual surplus is not permitted if the other retained earnings exceed half of the share capital or would exceed half the share capital after the hiring.

§ 21 Profit Distribution, Regular General Assembly

- (1) In the first eight months of the financial year, the Annual General Meeting resolves on the discharge of the members of the Executive Board and the Supervisory Board and on the appropriation of the net profit for the previous financial year and on the election of the auditor (Annual General Meeting).

- (2) Instead of or in addition to a cash distribution, the Annual General Meeting may decide to use the retained earnings by way of a distribution in kind.

VII. Final Provisions

§ 22

Start-up Costs

- (1) The company has borne the expenses associated with the foundation of the company in the legal form of the GmbH (in particular notary, court and other legal and tax consulting costs) up to an amount of EUR 1,200 (in words: one thousand-two hundred euros).
- (2) The costs and taxes associated with the change of form and its entry in the commercial register up to a total of EUR 20,000 (in words: twenty thousand euros) are borne by the company.

§ 23

Severability Clause

If these articles of association contain an ineffective provision, the remaining provisions shall not be affected.