



# BILD-KUNST

Collecting Society BILD-KUNST 53113 Bonn Weberstraße 61

Legal society by state award

Main Office Frankfurt am Main

## Directive on the delegation of voting rights

Version according to the decision of the Administrative Council on 25 January 2018

– Valid from 26 January 2018 –

### A. Subject matter of the directive

The directive regulates the modalities of the delegation of voting rights for the General Assembly according to section 8(7a) of the statute and for the professional group assembly according to section 9(7b) of the statute.

### B. General assembly

#### 1. Delegated powers

A member may delegate their right to attend a General Assembly to a representative. (“Delegation of voting rights”)

The delegated right includes the right to attend the assembly, the right to speak, the right to be informed, the voting right and the right to submit motions within the scope of section 8(9b) of the statute.

#### 2. Capacity of the representative

The delegation of voting rights may be made to any natural person or legal entity, with the exception of the managing director of VG Bild-Kunst and employees of the offices.

If legal entities are appointed as representatives, the legal representative or a person who has been authorised to do so will exercise their rights.

If natural persons are appointed as representatives, no sub-authorisation is permitted.

#### 3. Formalities

##### a) General

i.) In the case of a delegation of rights to a natural person, the name and address of the representative must be mentioned. On a voluntary basis, date of birth and/or the number of an official identification document can be indicated to exclude any identification problems. If Bild-Kunst grants the delegation of voting rights by electronic means according to 3.c, the additional indication of the number of an official identification document is mandatory.

If the delegation of voting rights is made to an honorary member or an acting member of the committee, providing the name is sufficient. This does not apply to the delegation of voting rights by electronic means as per 3. c).

ii) If the delegation of voting rights is made to a legal entity, its respective name must be provided. Other information such as registered office, commercial register number etc., can be indicated to exclude any identification problems.

iii) If the representative cannot be clearly identified on the day of the assembly through the member's information, the delegation of voting rights will be void. The same applies if the authorisation of a person by a legal entity cannot be determined clearly. Bild-Kunst has no obligation to examine, complete and, if necessary, correct the information provided by the member in advance, nor to inform the member about any information that is incorrect, incomplete or otherwise inaccurate. The member needs to ensure that all requirements of the statute and this directive are adhered to during the delegation of voting rights.

iv) If Bild-Kunst provides a form for the delegation of voting rights or if it grants the option to delegate voting rights by electronic means, the use of these offerings is not binding.

##### b) Delegation of voting rights in writing

i) The delegation of voting rights needs to be made in writing (signed via letter, fax or PDF), for a specific General Assembly exclusively and needs to be addressed to the office of Bild-Kunst in Bonn (Weberstraße 61, 53113 Bonn). It needs to include the following information:

- Membership name,
- Membership number,
- Information on the representative according to a) or b),
- Date of the Membership Assembly to which the delegation of voting rights relates,
- Declaration of the member, that the representation does not lead to a conflict of interests and that the representation takes place according to the instructions of the member.

Missing or illegible information leads to the delegation of voting rights being void, unless a clear identification is still possible.

ii) Delegations of voting rights must be received by the office no later than three working days before the General Assembly.

##### c) Delegation of voting rights by electronic means

i) There is no legal claim to the option of delegation of voting rights by electronic means. auf elektronischem Weg besteht nicht.

ii) A member must have suitable technical requirements to carry out the delegation of voting rights by electronic means. Details, e. g. on the necessary software versions, will be published to the website of Bild-Kunst as required.

iii) Members, whose agreement was concluded no later than 90 days before the General Assembly, will be provided with personalised login credentials for registration in an internet portal (registration portal).

iv) Upon handing over of the personalised login credentials to the delivery service, the login credentials are considered duly sent.

v) If the member does not receive any login credentials, even though Bild-Kunst has announced the dispatch on its website, the member must complain to Bild-Kunst, in case the member wishes to use the electronic offerings. For this complaint, the member must provide their membership number and confirm that login credentials were not received.

vi) The delegation of voting rights by electronic means is made by registering in and using the corresponding functionalities of the registration portal. Only your own vote can be delegated. The retransmission of received votes is not permitted.

vii) The delegation of voting rights by electronic means is made as follows

- to a professional association admitted to the professional group assembly through the activation of the corresponding selection option,
- to a different member of Bild-Kunst by entering the membership number in the field provided.
- In all other cases, all required information needs to be provided in the mandatory fields. If the delegation of voting rights is made to a natural person, the number of an official identification document must be provided. For German citizens, this will be the identity card number.

viii) A valid delegation of voting rights that exits at the end of the fourth working day before the General Assembly, which has been recorded by

electronic means, shall take precedence over all delegations of voting rights submitted in writing.

ix) The member must treat the login credentials for registration in the registration portal confidentially and will only be able to personally delegate voting rights by electronic means.

x) VG Bild-Kunst is not obliged to remedy any technical disturbances in the sphere of influence of the member. If a delegation of voting rights by electronic means is not possible for technical reasons, the member can still delegate the voting rights in writing, provided that the written notification is received by Bild-Kunst within the prescribed deadlines. The member still has the right to participate in the General Assembly in person.

#### 4. Withdrawal

Delegations of voting rights may be withdrawn in writing (signed by letter, fax or PDF), whereby the withdrawal must be received at the office no later than three working days before the General Assembly. The declaration of a delegation of voting rights shall at the same time be considered a withdrawal of all earlier delegations of voting rights.

If a member participates in the attended event in person, even though he/she has submitted a delegation of voting rights, this will not automatically be considered a withdrawal. The withdrawal must be asserted to the present office staff up to 30 minutes before the start of the assembly. The delegation of voting rights is not renewed if the member leaves the assembly prematurely.

If a member exercises the electronic voting right. This may be considered a withdrawal of a previous delegation of voting rights. After exercising the electronic voting right, a delegation of voting rights is no longer permitted.

#### 5. On-site identification

a) Natural persons who act as representatives need to present an official identification document at the attended event. This can be waived if the representative is known to the managing board or office staff on site.

b) Representatives or authorised representatives of legal entities to whom voting rights have been delegated need to present

- an official identification document and
- a document showing the authorised representative power for the legal entity or
- an authorisation by the legal entity.

This can be waived if the natural person acting on behalf of the legal entity is known in this role to the managing board or office staff on site.

### C. Professional group assembly

#### 1. Delegated powers

A member may delegate their right to attend a professional group assembly to a representative. ("Delegation of voting rights")

The delegated right includes the right to attend the assembly, the right to speak, the right to be informed, the voting right and the right to submit applications within the scope of section 9(7e) of the statute.

#### 2. Capacity of the representative

a) The delegation of voting rights may be made to any other member of the same professional group or to a professional organisation or trade union designated in a list to be drawn up by the professional groups.

b) If legal entities are appointed as representatives, the exercise of the rights is carried out by their legal representative or a person who has been authorised to do so.

If natural persons are appointed as representatives, no sub-authorisation is permitted.

c) Each professional group maintains a list of professional organisations and trade unions to which a delegation of voting rights is possible, to be published on the website of Bild-Kunst. Following a written application, the professional groups decide on the admission or deletion of a professional organisation or trade union at the next assembly. An admission takes place if the applying organisation engages to a considerable extent in the interests of members of VG Bild-Kunst from at least one professional group. If no admission takes place, the refusal must be justified in writing.

#### 3. Formalities

a) In the case of a delegation of voting rights to a natural person, the name and membership number of the representative must be provided. If the delegation of voting rights is made to an honorary member or a member currently holding a committee function within Bild-Kunst, providing the name is sufficient.

b) In the case of a delegation of voting rights to a professional organisation or trade union, the name or the commonly used abbreviation of the name must be provided.

c) If the representative cannot be clearly identified on the day of the assembly by means of the member's information, the delegation of voting rights will be forfeited. The same applies if the authorisation of a person authorised as a representative by a legal entity cannot be determined clearly. Bild-Kunst has no obligation to examine, complete and, if necessary, correct the information provided by the member in advance, nor to inform the member about any information that is incorrect, incomplete or otherwise inaccurate. The member needs to ensure that all requirements of the statute and this directive are adhered to during the delegation of voting rights.

d) The delegation of voting rights needs to be made in writing (signed via letter, fax or PDF) and needs to be addressed to the office of Bild-Kunst in Bonn (Weberstraße 61, 53113 Bonn). It needs to include the following information:

- Name of the member,
- Membership number,
- Information on the representative according to a) or b),
- Date of the professional group assembly to which the delegation of voting rights relates,
- Declaration of the member, that the representation does not lead to a conflict of interests and that the representation takes place according to the instructions of the member.

Missing or illegible information lead to the delegation of voting rights being void, unless a clear identification is still possible.

e) If Bild-Kunst provides a form for the delegation of voting rights or if it grants the option to delegate voting rights by digital means, the use of these offerings is not binding.

f) Delegations of voting rights must be received by the office no later than three working days before the professional group assembly.

g) The member may determine that the delegation of voting rights for a professional group assembly shall also apply to the associated General Assembly.

#### 4. Withdrawal

Delegations of voting rights may be withdrawn in writing (signed by letter, fax or PDF), whereby the withdrawal must be received at the office no later than three working days before the professional group assembly. The declaration of a delegation of voting rights shall at the same time be considered a withdrawal of all earlier delegations of voting rights.

If a member participates in the attended event in person, even though he/she has submitted a delegation of voting rights, this will not automatically be considered a withdrawal. The withdrawal must be asserted to the present office staff up to 30 minutes before the start of the assembly. The delegation of voting rights is not renewed if the member leaves the assembly prematurely.

Unless otherwise stated, in the event of the delegation of voting rights for a professional group assembly and the associated Membership Assembly (section 3g above), a withdrawal applies to both assemblies.

#### 5. On-site identification

a) Natural persons who act as representatives need to present an official identification document at the attended event. This can be waived if the representative is known to the managing board or office staff on site.

b) Representatives or authorised representatives of legal entities to whom votes have been delegated are usually identified by showing

- an official identification document and
- a document showing the legal representative's power of representation, or
- an authorisation of the legal entity.

This can be waived if the natural person acting on behalf of the legal entity is known in this role to the managing board or office staff on site.