

## Statutes

Version June 16, 2003

### 1.0 - Name, Seat, Fiscal Year

- 1.1 - The name of the Company is  
GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH
- 1.2 - The seat of the Company is in Munich.
- 1.3 - The fiscal year is the calendar year.

### 2.0 - Purpose, Collection Agreement

- 2.1 - The purpose of the Company is the fiduciary exercise of rights and claims which are derived from the Copyright Act (UrhG) in conjunction with the international and/or bilateral conventions for film producers, television producers, videogram producers, actors and authors, or which have been assigned to them, and furthermore the distribution of the collected amounts to the rightholders.
- 2.2 - The individual rights and claims exercised by the Company are set forth in the Collection Agreement to be concluded with each rightholder. The rightholder may restrict the type and the scope of the rights and the claims to be exercised by the Company at his discretion.

### 3.0 - Distribution Principles

- 3.1 - The Company is a non-profit making company. Any and all remuneration collected by the Company shall, after deduction of the administrative expenses, be distributed to the respective rightholders in accordance with the distribution plan adopted by the shareholders' meeting with the consent of the advisory board.
- 3.2 - The distribution plans must be based on the following principles:
  - 3.2.1 - Distribution shall be made on the basis of the registrations filed by the rightholders.
  - 3.2.2 - In so far as ascertainable by adequate means, each rightholder shall be entitled to receive a share of the sums to be distributed commensurate with the use of his work.
  - 3.2.3 - In so far as the individual share commensurate with such use cannot be ascertained by adequate means, general evaluation and distribution rules shall be established to approximate such share assessment on a flat rate basis.
  - 3.2.4 - The advisory board shall be entitled to determine in the distribution plan that the cinematographic works be assessed differently. For this purpose, the advisory board is to apply the following criteria: nationality, feature film, documentary film, television film, television series, year of production, length, television exploitation, audio-visual exploitation.
  - 3.2.5 - Any sums that cannot be distributed shall be added to the revenues pursuant to Section 54, para. 1 UrhG.

### 4.0 - Capital Stock and Initial Contributions

- 4.1 - The capital stock of the Company amounts to EUR 103,000.00.
- 4.2 - The minimum contribution amounts to EUR 5,150.00.
- 4.3 - No shares may be assigned except with the consent of all shareholders. Section 17 GmbH-Gesetz (German Law relative to Limited Liability Companies) shall remain unaffected.

## **5.0 - Management**

5.1 - The Company has one or more managing directors. If more managing directors have been appointed, the Company shall be represented by each managing director individually. If only one managing director has been appointed, he shall represent the Company alone.

5.2 - In compliance with the purpose of the Company according to these Statutes, the management shall be established in such a manner that the Company will not realize any profits.

5.3 - The managing directors shall comply with the general and special directions given by the shareholders in shareholders' meetings.

## **6.0 - Shareholders' Meetings**

6.1 - The resolutions of the Company shall be adopted in shareholders' meetings or by written procedure. A shareholders' meeting shall be held at least once a year and, in addition, whenever a shareholder or the management considers a shareholders' meeting necessary or the advisory board decides to hold a shareholders' meeting. The shareholders' meeting shall constitute a quorum if at least two thirds (2/3) of the capital stock are represented. Each part of EUR 50.00 of a share shall grant one (1) vote. Voting right transfers shall be permissible up to three (3) votes for each shareholder present. Shareholders who abstain from voting or who are barred from voting by law shall be treated like absent shareholders. In all other respects, the statutory provisions shall apply.

6.2 - The shareholders' meeting shall supervise the management and give general and special directions to the management. In addition, the shareholders' meeting shall resolve on the matters assigned to it by law or by these Statutes, in particular, but not limited to, the following:

6.2.1 - election of the advisory board members pursuant to para. 7.1 of these Statutes;

6.2.2 - determination of the rights and claims under the distribution plans for the various rights and claims exercised by the Company pursuant to para. 3;

6.2.3 - approval and modification of the distribution plans for the various rights and claims exercised by the Company pursuant to para.3;

6.2.4 - measures pursuant to Sections 11 - 15 WahnG, in particular, but not limited to,  
- conclusion of contracts and global agreements with exploiters pursuant to Sections 11, 12 WahnG  
- establishment of tariffs pursuant to Section 13 WahnG  
- recourse to the arbitration board and appeal from its decisions pursuant to Sections 14, 15, 16 WahnG

6.2.5 - the annual financial statement, the budget and the formal approval of the actions of the management;

6.2.6 - appointment and removal of managing directors and holders of a commercial power of attorney (Handlungsbevollmächtigte).

6.3 - The chairman of the advisory board or his deputy shall be entitled to attend the shareholders' meeting. The advisory board shall, in any event, be given copies of the minutes of the meetings and of the shareholder resolutions.

## **7.0 - Advisory Board**

7.1 - The Company has an advisory board which is the representation of the rightholders pursuant to Section 6, para. 2 WahrnG. It shall have not less than six (6) members.

7.2 - The advisory board shall be composed as follows:

- Four (4) members shall be appointed by election for a period of three (3) fiscal years each in a meeting of the rightholders called by the managing directors for this purpose.

- All other members shall be appointed by the shareholders for a period of three (3) fiscal years each.

7.3 - One third (1/3) of the advisory board members must be authors.

7.4 - Only natural persons who are rightholders or statutory representatives or authorized representatives of legal persons who are rightholders and who concluded a Collection Agreement with the Company may be advisory board members.

7.5 - The advisory board shall resolve on:

7.5.1 - the contents of the Collection Agreement;

7.5.2 - proposals for the preparation, modification and amendment of the distribution plans.

7.6 - The advisory board shall advise the Company with respect to the measures specified in Sections 11 - 16 WahrnG.

7.7 - The regulations in para. 6.1 shall apply mutatis mutandis to the procedure.

## **8.0 - Annual Financial Statement**

The annual financial statement shall be audited by an auditor. A written report shall be prepared on such audit which shall provide for an audit certificate pursuant to Section 9, para. 5 WahrnG. The annual financial statement shall be published pursuant to Section 9, para. 6 WahrnG. Section 29 GmbH-Gesetz in the version of the Bilanzrichtliniengesetz (Accounting Law) of 12/19/1985 shall be applicable regarding the appropriation of any profits. Paragraphs 3.1 and 5.2 shall remain unaffected.

## **9.0 - Notifications of the Company**

The notifications of the Company shall be published solely in the Bundesanzeiger (Official Gazette of the Federal Republic of Germany).