



FC Bayern München e.V.¹

Articles of Association

I. GENERAL PROVISIONS

§ 1 Name, Registered Office, Legal Form

The name of the club is "Fußball-Club Bayern München e.V.". It has its registered office in Munich and is listed in the register of associations of the Munich Local Court.

The club colours are red and white.

§ 2 Purpose, responsibilities and values

1. The club pursues exclusively and directly charitable purposes as defined in the section on "tax-exempt purposes" of the Fiscal Code of Germany. The club's purpose and mission is the promotion of sports. The club operates on a non-profit basis and does not primarily pursue its own economic interests.
2. The purpose as stated in the articles of association is achieved, in particular, through the provision of sporting activities, training and achievements, as well as the construction of sports facilities; in addition, the physical and character development of the youth members is a particular priority. In addition to football, the club may operate divisions for other sports.
3. The club firmly opposes any anti-constitutional, xenophobic or anti-democratic tendencies, as well as any other form of discriminatory, inhumane or antisemitic attitudes, particularly those based on nationality, religion, gender, age, ethnic or social background, sexual identity or disability. This also applies to any form of violence, whether physical or psychological. The club maintains ideological, political and religious neutrality, is committed to respecting all internationally recognised human rights in accordance with the United Nations Guiding Principles on Business and Human Rights, and is dedicated to sustainable practices. The club offers children, young people and adults a sporting home regardless of their background, skin colour, faith, gender, sexual orientation or social status.
4. The club is especially committed to the protection of children and young people from sexual and interpersonal violence.

¹ These articles of association were agreed by the FC Bayern München eV general assembly on 12/11/2023.



§ 3 Club assets

1. Club funds may be used only for purposes specified in the articles of association. Members shall not receive any payments from club funds. Furthermore, no person may be favoured through expenditures unrelated to the club's purpose or through disproportionately high compensation.
2. In the event of the club's dissolution or termination of membership, members have no claim to the club's assets. In the event of dissolution or if the club ceases to serve tax-exempt purposes, the club's assets shall be transferred to FC Bayern Hilfe e.V., which must use them directly and exclusively for non-profit and charitable purposes.
3. The club is the majority shareholder of FC BAYERN MÜNCHEN AG. Its stake cannot fall below half of all shares plus one share.
4. For approval of a capital increase in FC BAYERN MÜNCHEN AG and for other decisions whereby a shareholder of FC BAYERN MÜNCHEN AG, either alone or together with a company within the same group, acquires a stake of more than 20% of the capital or voting rights of more than 20%, or whereby the shares or voting rights of FC Bayern München e.V. fall below the 70% threshold, the representatives of FC Bayern München e.V. at the annual general meeting of FC BAYERN MÜNCHEN AG require the approval of a majority of the executive committee members and a three-quarters majority of the general meeting.

§ 4 Memberships and legal basis

I. Sport of football

1. The Deutscher Fußball-Bund ("hereinafter DFB") statutes and regulations, in their current version, are also directly binding on the club and its members by virtue of these articles of association. This applies in particular to the DFB Statutes, the DFB 3. Liga Statute, the DFB Competition Rules, the DFB Rules of Law and Procedure, the DFB Referee Regulations, the DFB Youth Regulations, the DFB Training Regulations and the Doping Implementation Regulations ("Anti-Doping Guidelines") together with the other implementing regulations issued in connection with them. This binding effect also extends to the decisions or resolutions of the competent bodies, legal bodies and representatives of the DFB, in particular where club sanctions are imposed pursuant to § 44 of the DFB Statutes. The club and its members are thereby subject to the DFB's disciplinary authority over clubs, which is exercised through the aforementioned regulations and decisions of its bodies, including club sanctions. This submission is intended, in particular, to ensure that violations of the aforementioned regulations and decisions can be prosecuted and punished with sanctions. For this purpose, the club also transfers its own disciplinary authority and that delegated to it by its members to the DFB.



2. Employees or members of governing bodies of companies that have significant contractual relationships with multiple licensees/parent clubs or their affiliated companies within the League Association in the areas of marketing, including sponsorship, or match operations may not serve as members of the club's governing bodies. The same applies to members of the management or supervisory bodies of another licensee in the German Football League.
3. The club is also a member of its regional and state associations. Given that the club is a member of league, regional and state associations - which are themselves members of the DFB - and given the provisions contained in the articles of association of these associations regarding the primacy of the DFB's statutes and regulations, the DFB's provisions, in their current version, are also binding on the club and its members.
4. As the parent company of FC BAYERN MÜNCHEN AG, which participates in the Bundesliga competitions organised by the League Association as a license holder, the club is familiar with the articles of association, the League Statutes and the other regulations of the League Association. The club pledges to comply with these regulations in their current versions, as well as with the decisions and resolutions of the competent bodies and representatives of the League Association, to the extent that this is compatible with the provisions of the Fiscal Code of Germany regarding tax-exempt purposes (§ 51 et seq. AO). The provisions of the framework agreement concluded between the League Association and the German Football Association ("DFB") are binding on the club.

II. Other sports

The regulations of the higher-level federal, state and regional associations apply.

§ 5 Accounting year

The accounting year corresponds to the football season (1 July to 30 June).

II. Membership

§ 6 Members

The club consists of: active members, passive members, honorary members. Individuals who have rendered outstanding service to the club and to sport in general may be named honorary members. The naming must take place through the executive committee. Honorary members are exempt from the duty to pay contributions.

§ 7 Admittance and Rejection of Applications

1. Any natural person who supports the purpose, responsibilities and values of the club can



become a member. Admission takes place on 1 July (start of the season) of a given year with a duration of at least one year, or alternatively on 1 January of a given year with a duration of at least one and a half years.

2. The application for membership must be submitted in textform and, in the case of minors, requires the consent of their legal guardians. The executive committee decides on admission. As part of the admission process, the club may request a simple copy of the applicant's ID card or passport. The applicant must be notified in writing of the decision regarding the application for membership.
3. Rejected applicants have the right to appeal within one month of notification of the rejection. The honorary committee shall decide on the appeal after hearing the executive committee and the person concerned.
4. The membership begins on 1 July of a given year, if admission has been confirmed by the executive committee by this point and the admission fee as well as the annual membership fee for at least one year have been paid.
It begins on 1 January of a given year, if admission has been confirmed by the executive committee by this point and the admission fee as well as the annual membership fee for at least one and a half years have been paid.

§ 8 Rights of members

All members have the right, in accordance with the articles of association and departmental rules, to participate in club life and to use the club's facilities.

Only members of legal age have the right to attend and vote at the general meeting. The right to attend and vote at the general meeting generally takes effect after six months of membership.

§ 9 Duties of members

1. In their conduct towards the club and its members, every member must place the club's honour and reputation above all else. Members must comply with the directives of the executive committee and the executive bodies and committees appointed by it in all club matters, as well as with the directives of the department heads in the relevant sports matters.
2. The membership dues and other fees to be paid by members, as well as the amount of the admission fee, are set by the executive committee.

§ 10 Withdrawal, expulsion and termination of membership

1. Membership expires due to death, withdrawal or expulsion. A member may only give notice of withdrawal from the club at the end of the season (1 July to 30 June) by no later than 30



- April, in writing (§ 126 BGB), in electronic form (§ 126a BGB) or in text form (§ 126b BGB).
2. Upon termination of membership, the member must return to the office all items and documents belonging to the club that are in their possession.
 3. Expulsion from the club is decided by the executive committee
 - a) for dishonourable conduct inside or outside the club
 - b) for major violations of the club articles of association
 - c) for conduct that damages the club
 - d) for the expression of views that are incompatible with the club's purpose, responsibilities and values
 - e) if a member is more than six months behind in payments and has failed to meet their payment obligations despite two written reminders.

The member may file an appeal with the honorary committee within 14 days of being notified of the expulsion. The honorary committee will decide on the appeal after hearing the executive committee and the member concerned. The appeal against the expulsion does not have suspensive effect.

III. Bodies

§ 11 The bodies of the club are

- a) the general meeting
- b) the executive committee
- c) the advisory board
- d) the honorary committee.

Their activities are governed by the articles of association and the rules of procedure issued by the executive committee.

The club's bodies may receive appropriate compensation. The nature and amount of appropriate compensation for the work of the advisory board and the members of the honorary committee shall be determined by the executive committee. The nature and amount of compensation for the executive committee shall be determined by the advisory board.

§ 12 General meeting

1. General meeting

The general meeting must be convened within six months of the end of the accounting year, unless there are objective reasons against it. The general meeting is the club's highest decision-making body.

The right to participate and vote is set forth in § 8 of the articles of association. In accordance



with the provisions of § 15(2), the general meeting is responsible for electing the executive committee, the honorary committee and an auditing firm to review the annual financial statement. It receives reports from the executive committee and decides on the discharge of its duties.

2. Organisation

The general meeting shall generally be held as an in-person event.

The executive committee may, for objective reasons, determine that members can participate in the general meeting via electronic communication without being physically present at the meeting venue ("a so-called hybrid general meeting"). In the event of participation in the hybrid general meeting via electronic communication, members' rights are limited to the right to vote.

If compelling reasons make it impossible or unsuitable to hold an in-person event or a hybrid general meeting, the executive committee may convene a fully virtual general meeting. The reasons for this must be communicated to the members together with the notice calling the general meeting.

3. Calling

The general meeting is convened by publishing the agenda in the club magazine (§ 23(1)) and by posting a notice on the club's website (§ 23(2)). The calling of the meeting must be issued at least four weeks prior to the date of the meeting.

4. Motions

Motions must be submitted in writing to the honorary committee at least 25 days before a general meeting and must be adequately justified.

The honorary committee shall decide on the admissibility of motions at its discretion. If the honorary committee intends to reject a motion, it must give the proposer an opportunity to comment prior to the rejection, stating the reasons for the intended rejection.

Admitted and rejected motions must be announced to the members on the club's website at least seven (7) days prior to the general meeting, provided that they would not lead to a resolution by the general meeting that is contrary to the articles of association and/or the law and/or the justification for the motion contains obviously false information or infringes on personal rights. The general meeting may, by a two-thirds majority, nevertheless admit rejected and published motions for discussion and resolution.

Motions to amend the articles of association must be communicated to the members in their proposed wording. Amendments to the articles of association require a three-quarters majority of the votes cast.

Motions that are submitted only at the general meeting may be put to a vote only if the executive committee approves their consideration, or if the meeting decides to consider them



by a two-thirds majority, **and** the subject matter of the motion is covered by the published agenda.

5. Extraordinary general meeting

An extraordinary general meeting must be convened no earlier than four weeks and no later than six weeks after the executive committee so decides, or upon a written request by the advisory board or at least five percent of the members. The provisions of paragraphs 2 and 4 remain unaffected.

§ 13 Agenda

The agenda of the general meeting must contain:

1. President's report
2. Statement by vice presidents
3. Auditor's report on the financial statement
4. Discharge of the executive committee
5. In the election years designated for the respective bodies:
Election of the executive committee and honorary committee
6. Selection of the audit firm for the financial statement
7. Any other business

§ 14 Meeting procedure, voting method and decision-making

1. A properly convened general meeting shall constitute a quorum regardless of the number of members in attendance and shall be presided over by the president or by a member of the executive committee or the honorary committee designated by the president. Members who do not attend a meeting are bound by the resolutions adopted there without the right to object.

Each member eligible to participate and vote has one vote in balloting. The right to vote shall be exercised in accordance with the procedures established for the general meeting pursuant to § 12 (2). As a general rule, the chairperson of the meeting shall determine the method of voting and the counting of votes. Abstentions are recorded but, like invalid votes, are not taken into account when determining the majority of votes. Voting is generally open. If a secret ballot or election is requested by the assembly, it shall take place only if approved by a simple majority.

In all elections, only members who are present at the meeting or who have given their written consent to the nomination may be nominated. The candidate who receives an absolute majority of the votes cast is elected.

If no candidate receives an absolute majority in the first round of voting, a runoff election shall be held among those candidates. The candidates who receive the most votes in the



runoff election shall be elected. Elections may be conducted as so-called block elections at the direction of the chairperson. The same applies to resolutions on discharge in the form of a general discharge of the relevant club body.

2. The advisory board must submit nominations for the election of the executive committee members to the general meeting in accordance with § 17(4), and must justify its nominations. If the advisory board's nominations do not receive a majority in the first round of voting, the advisory board may submit additional nominations to the general meeting. If this proposal also fails to receive a majority, members participating in the general meeting may submit further nominations.

In this case, an extraordinary general meeting must be held within two months thereafter, at which the advisory board's nominations from the previous general meeting, as well as any additional nominations from the advisory board and nominations submitted by members, will be put to a vote.

3. If a member of the executive committee or honorary committee resigns before the end of their term, the executive committee is entitled and obliged to appoint a replacement member. The appointment requires approval through the next general meeting. This does not apply to the resignation of the president. If the president resigns, an extraordinary general meeting must be convened within four weeks of the resignation to hold a new election.

To remove members of the executive committee or the honorary committee outside of a general meeting, an extraordinary general meeting must be convened for this purpose in accordance with § 12(5). During a general meeting, the removal of members of the executive committee or the honorary committee may only be decided by a three-quarters majority of the votes cast. The executive committee is discharged by the general meeting under the direction of the election committee chair. The chair also receives the individual nominations and announces them to the meeting. The conduct of the election is the responsibility of the election committee, which shall consist of three members of the honorary committee. The chair of the election committee shall be the incumbent chair of the honorary committee.

4. Minutes must be kept of every general meeting; these must be signed by the minute taker and countersigned by the president or a vice president. The minutes must be made available to any member upon request.

§ 15 Executive committee

1. The executive committee consists of the members elected by the general meeting (§ 12(1)):
 - a) president
 - b) first vice president
 - c) second vice president



The executive committee shall adopt rules of procedure and establish a division of duties.

2. The members of the executive committee to be appointed by the general meeting are elected by the general meeting for a term of three years. They remain in office until a new election is held. The president must come from the football division.
3. The members of the executive committee elected by the general meeting represent the club judicially and extrajudicially, and act as the club's legal representatives as defined in § 26 of the German Civil Code ("BGB"). Each member of the executive committee is individually authorised to represent the club.
4. Where these articles of association expressly require the approval of the general meeting or the advisory board for legal acts, the members of the executive committee are bound by the decision of the general meeting or the advisory board.
5. The executive committee is responsible for the management of the club, which must be guided by the club's purpose, responsibilities and values. The executive committee may delegate specific areas of responsibility to the full-time administrative office and the department heads. Management of the football division (both the division directly managed by the club and the outsourced division) is the exclusive responsibility of the executive committee. The president and the first vice president are ex officio members of the supervisory board of the company to which the club's professional football division has been outsourced.

§ 16 Divisions

1. The club operates departments consistent with the purpose of its articles of association.
2. The division management is elected and discharged by the respective division meeting. The division meeting is called and chaired by the respective division manager. The provisions of these articles of association governing the conduct of a general meeting apply mutatis mutandis to the calling and conduct of the division meeting. The executive committee may establish further details regarding the formalities of a division meeting in a set of meeting rules. Members of the relevant division who are of legal age are entitled to participate and vote.
3. The division managers manage the affairs within their areas of responsibility, to the extent that these have been delegated to them by the executive committee.
4. The second vice president (§ 15(1)(c)) is responsible for coordinating the work of the divisions among themselves, as well as between the division managers and the executive committee.



Members of the executive committee must be invited in writing to all division meetings. Members of the executive committee who are present are entitled to vote.

§ 17 Advisory board

1. The advisory board consists of at least nine members and no more than 15 members. Membership on the advisory board is open to individuals who have extensive experience in the business affairs of a company or who hold a comparable leadership position in politics, public administration, the media, academia or sports, or who are recognised public figures. The composition of the advisory board should reflect a balanced cross-section of society and best serve the purpose and interests of the club.
2. The advisory board will be appointed by the executive committee within four weeks of the general meeting in which the executive committee is elected, for a term of three years. If the general meeting is postponed beyond this period, the advisory board shall remain in office until a new advisory board is appointed.

Members of the advisory board cannot belong to another body of the club.

3. The advisory board elects a chairman and a deputy from among its members.
4. The advisory board is responsible for submitting nominations to the general meeting for the election of executive committee members in accordance with § 14. Every member has the right to submit nominations in writing to the advisory board. The advisory board is required to review these nominations from the member(s) and to justify its nomination in accordance with § 14(2).
5. The chairperson of the advisory board is an ex office member of the supervisory board of the company to which the professional football division has been outsourced. If the chairperson is permanently unable to fulfil the duties of the supervisory board, the vice chairperson shall take their place.
6. The Advisory Board shall also have the right to propose all further Supervisory Board members still to be appointed by the Club, insofar as such members are not designated as members of the Supervisory Board by virtue of their office under these Articles of Association. The appointment of additional members of the supervisory board shall take place in a single ballot, unless the advisory board decides to hold separate elections. The candidate who receives an absolute majority of the votes shall be elected. If no candidate receives an absolute majority in the first ballot, a runoff election shall be held among those candidates. The candidates who receive the most votes in the runoff election shall be elected. Abstentions shall not be counted.



7. Unless the general meeting has jurisdiction, the representatives of FC Bayern München e.V. at the annual general meeting of FC Bayern München AG require both the approval of a majority of the executive committee members and the advisory board for capital increases, the assignment or pledging of FC Bayern München e.V. shares, or any other decisions that result in the transfer of FC Bayern München e.V.'s voting rights to third parties, as well as for the provision of security on the club's assets with a value of more than 1 million euros each.
8. The advisory board advises the executive committee on all important matters, particularly financial matters, concerning the club and its subsidiaries.

Important financial matters within the realm of the club on which the advisory board must be consulted include, in particular:

- a) Acquisition, sale and encumbrance of real property and rights equivalent to real property;
 - b) Raising of credit of more than 1 million euros in total;
 - c) Assumption of guarantees (as per b);
 - d) financial obligations that cost the club more than 1 million euros annually on a case-by-case basis.
9. Other responsibilities of the advisory board include establishing contacts and maintaining relationships, as well as fostering cooperation with community groups and individuals who are important to the health of the club, particularly in the fields of politics, sports, media and business.
 10. Confidential negotiations must be kept confidential. The specific operating principles of the advisory board may be governed by rules of procedure.

§ 18 Honorary committee

The honorary committee consists of at least four and no more than seven members over the age of 40, at least one of whom must be qualified to serve as a judge. Whenever possible, honorary chairpersons, honorary members or members who have belonged to the club for at least 20 years should be elected to this office. The honorary committee is elected by the general meeting for a term of three years from among the members. Members of the honorary committee may not belong to any other club body and/or have a direct business relationship with the club.

The executive committee determines the number of members of the honorary committee and shall submit nominations to the general meeting. The members of the honorary committee are independent and are not subject to instructions from other club bodies. The honorary committee elects a chairperson from among its members. The honorary committee has a quorum when at least two members and the chairperson are present. The proceedings of the honorary committee are strictly confidential.



The duties of the honorary committee are:

- a) Mediation and resolution of conflicts of honour between members, to the extent that club interests are affected;
- b) Rulings on appeals against the non-admission of rejected applicants and on objections filed by members excluded by a resolution of the executive committee in line with § 10 of the articles of association.
- c) Disciplinary measures against members of the club bodies for breach of confidentiality.
- d) Examination of motions for the general meeting in line with § 12(4).

The honorary committee may be called upon by any member or the executive committee. Its decisions must be communicated to the parties involved and to the executive committee. Club members are required to comply with any summons issued by the honorary committee.

§ 19 Audit of accounts and cash

The audit of accounts and cash holdings is conducted by the designated auditing firm as part of the preparation of the club's annual financial statement.

§ 20 Rules of procedure

Rules of procedure for the club bodies and the procedure of general meetings and division meetings can be decided by the executive committee.

§ 21 Disclaimer of liability

The club shall not be liable for any damage or loss suffered by members while participating in sports, using the club's facilities and equipment, or during club events, to the extent that such damage or loss is not covered by insurance. Section 276(2) of the German Civil Code ("BGB") remains unaffected.

§ 22 Dissolution of the club

The club shall be dissolved if, at an extraordinary general meeting convened for this purpose, with at least ten percent of the club's members in attendance, a resolution to dissolve the club is passed by a three-quarters majority of the votes cast.

If this meeting does not have a quorum, another extraordinary general meeting must be convened, which shall have a quorum regardless of the number of members in attendance. It shall decide on the dissolution by a three-quarters majority of the votes cast.



§ 23 Club magazine, club website

1. The club runs a club magazine. The editorial board is responsible under press law.
2. The club runs its own website.

§ 24 Invalidity of parts of the articles of association

If any parts of the provisions in the articles of association are held to be invalid, the remaining parts of the articles of association remain fully valid.

§ 25 Governing Language

This document is a translation of the original German articles of association and is provided for information purposes only. It has no independent legal effect. In the event of any conflict, ambiguity, or inconsistency between this translated version and the original German text, the original German text shall be authoritative and shall prevail in all respects.