

**Statutes of
Plants for the Future European Technology Platform**
[The official text is in French – English convenience translation for information purposes only]

[We have made amendments to the current Statutes (i) to render them compliant with the companies and associations Code of March 23, 2019 (hereafter: “Code”), (ii) to transform the Association into an international non-profit association, (iii) for consistency purposes, (iv) for good governance purposes and (v) to avoid potential litigation.]

Table of content

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED SEAT	4
Article 1. Name. Legal form. Term	4
Article 2. Registered seat	4
TITLE II. NON-PROFIT PURPOSE. OBJECT	4
Article 3. Non-profit purpose	4
Article 4. Object	5
TITLE III. MEMBERS	6
Article 5. Membership	6
Article 6. Full Members	6
Article 7. Associate Members	7
Article 8. Admission to membership	7
Article 9. Representation of Members	8
Article 10. Resignation. Exclusion	8
Article 11. Membership fees	10
Article 12. Compliance with the Statutes, the Rules of Procedure and Antitrust Law	10
Article 13. Register of Members	11
TITLE IV. OBSERVERS	11
Article 14. Observership	11
Article 15. Register of Observers	12
TITLE V. ORGANISATIONAL STRUCTURE	12
Article 16. Bodies	12
TITLE VI. GENERAL ASSEMBLY	12
Article 17. Composition	12

Article 18.	Voting rights.....	13
Article 19.	Powers.....	14
Article 20.	Meetings	15
Article 21.	Proxies.....	16
Article 22.	Convening notices. Agenda.....	16
Article 23.	Presence quorum. Voting majority. Votes.....	17
Article 24.	Register of minutes	19
Article 25.	Written procedure	19
TITLE VII. BOARD OF DIRECTORS.....		20
Article 26.	Composition	20
Article 27.	Powers.....	23
Article 28.	Meetings	24
Article 29.	Proxies.....	24
Article 30.	Convening notices. Agenda.....	25
Article 31.	Presence quorum. Voting majority. Votes.....	25
Article 32.	Register of minutes	27
Article 33.	Written procedure	27
TITLE VIII. CHAIR AND VICE-CHAIRS.....		28
Article 34.	Election and function of the Chair and Vice-Chairs	28
Article 35.	Powers of the Chair and Vice-Chairs.....	29
TITLE IX. WORKING GROUP(S)		30
Article 36.	Working Group(s).....	30
TITLE X. EXECUTIVE MANAGER		31
Article 37.	Appointment and function of the Executive Manager	31
Article 38.	Powers of the Executive Manager	32
TITLE XI. LIABILITY		32
Article 39.	Liability	32
TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION.....		33
Article 40.	External representation of the Association	33
TITLE XIII. RULES OF PROCEDURE AND PROCEDURES.....		33
Article 41.	Rules of Procedure and procedures.....	33
TITLE XIV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS... 34		
Article 42.	Financial year	34
Article 43.	Annual Accounts. Budget.....	34
Article 44.	Auditing of the annual accounts	34
TITLE XV. AMENDMENTS TO THESE STATUTES.....		35
Article 45.	Amendments to these Statutes	35

TITLE XVI.	DISSOLUTION. LIQUIDATION.....	36
Article 46.	Dissolution. Liquidation	36
TITLE XVII.	VARIA	36
Article 47.	Notifications.....	36
Article 48.	Computation of time.....	37
Article 49.	Abstentions	37
Article 50.	Secret ballot	37
Article 51.	Varia	37

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED SEAT

Article 1. Name. Legal form. Term

1.1 The international non-profit association named “Plants for the Future European Technology Platform”, abbreviated “Plant ETP” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

1.2 All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered seat of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered seat.

Article 2. Registered seat

2.1 The registered seat of the Association is located in the region of Brussels-Capital.

2.2 The registered seat of the Association may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

2.3 If the transfer of the registered seat of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered seat of the Association according to the presence quorum and voting majority stipulated in Article 23 of these Statutes.

2.4 The Association may establish offices in any country or place.

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

3.1 The non-profit purpose of international utility of the Association shall be, within Europe and worldwide, to:

- (a) Bring the relevant stakeholders together and develop a common vision for the future of the plant sector;
- (b) Represent the interests of its Members before the European, international, national and regional governmental or non-governmental organisations which deal or will deal with subjects in which the Association is competent;
- (c) Promote and advocate joint strategies for research and innovation and internationally competitive research landscape in Europe as a joint basis for European plant sciences between actors of the agricultural value chain via research, education, communication and innovation embracement (including general policy statements) as complementary tasks; and
- (d) Increase the visibility of plant science.

3.2 In these Statutes, the term “Europe” means the member States of the Council of Europe.

Article 4. Object

4.1 To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Disseminate information, conduct studies and issue publications and recommendations for research and innovation needs for the plant sector;
- (b) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (c) Represent its Members by participating in congresses, seminars, webinars, workshops, focus groups, and other programs convening at international and national levels;
- (d) Participate in research activities and collect and analyse statistical data;
- (e) Establish and run working groups on topics of relevance to its Members; and
- (f) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

TITLE III. MEMBERS

Article 5. Membership

5.1 The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members.

5.2 All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.

5.3 The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.

5.4 Membership is *intuitu personae* and can neither be transferred nor assigned.

Article 6. Full Members

6.1 The category of Full Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having or not a legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Having its registered seat in Europe; and
- (d) Developing, producing and/or using plants or parts of plants, products derived from plants, and/or products developed for use on/with plants for its activities.

6.2 Full Members shall enjoy all membership rights, including voting rights at the General Assembly.

6.3 For the purpose of Article 11 and Article 26 of these Statutes, the Full Members shall be divided in the following stakeholders groups (hereafter: “**Stakeholders Groups**”):

- (a) Industry;
- (b) Farming Community; and
- (c) Academia.

6.5. At the time of admission to membership, the Board of Directors shall determine to which Stakeholders Group each new Full Member shall belong. The decision of the Board of Directors regarding

the Stakeholders Group to which a Full Member shall belong shall be approved by the General Assembly when approving the membership admission as referred to in Article 8.3 of these Statutes. The decisions of the Board of Directors regarding the Stakeholders Group to which a Full Member shall belong are final, sovereign and shall be motivated.

6.6. If the Board of Directors determines that a Full Member shall belong to more than one (1) Stakeholders Group, the concerned Full Member shall be qualified as a multistakeholder (hereafter: “**Multistakeholder**”) and the Board of Directors shall specify to which Stakeholders Groups it belongs. The decision of the Board of Directors regarding the qualification of a Full Member as Multistakeholder shall be approved by the General Assembly when approving the membership admission as referred to in Article 8.3 of these Statutes. The decisions of the General Assembly regarding the qualification of a Full Member as Multistakeholder are final, sovereign and shall be motivated.

Article 7. Associate Members

7.1 The category of Associate Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having or not a legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Having or not its registered seat in Europe; and
- (d) Supporting and/or having an interest in the purpose and object of the Association.

7.2 Associate Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

7.3 If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 45 of these Statutes, the Associate Members shall neither be consulted nor have voting rights.

Article 8. Admission to membership

8.1 Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Executive Manager.

8.2 The Executive Manager shall submit this application for admission to the Board of Directors. After having verified that all conditions for membership are complied with, the Board of Directors shall decide

whether or not to pre-approve the application for admission to membership and submit it to the General Assembly. The General Assembly shall take the decision to approve or not the membership admission. The decisions of the General Assembly regarding membership admissions are final, sovereign and the General Assembly shall give reasons for its decisions.

8.3 The applicant to membership shall be granted the status of Observer, according to Article 14.2 of these Statutes as from the decision of the Board of Directors to pre-approve the application for admission to membership and submit it to the General Assembly until the decision of the General Assembly to approve or not the membership admission.

Article 9. Representation of Members

9.1 Each Member shall appoint one natural person, called the “Representative”, to represent it within the Association. Each Representative must have full capacity powers to represent his/her Member.

9.2 If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative.

9.3 Each Member shall inform, via regular means of communication, the Executive Manager of the identity and contact details of its Representative.

Article 10. Resignation. Exclusion

10.1 Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 30 June of each year, to the Executive Manager. The latter shall submit the resignation to the Board of Directors, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Executive Manager.

10.2 A Member is deemed resigning if the Member is in one of the following situations:

- (a) Voluntary/as of right/legal dissolution/liquidation;
- (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- (c) Judicial administration/reorganisation;

- (d) Merger (only if the concerned Member is the acquired legal entity);
- (e) Transfer of universality; and
- (f) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes following a (partial) demerger or transfer of a branch of activity.

10.3 This resignation shall be effective upon a decision of the Board of Directors. A Member has the right to defend its position at (or in writing prior to) the meeting of the Board of Directors at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under paragraph 10.4 of the present Article. The decisions of the Board of Directors regarding the resignation of Members as referred to in the paragraphs 10.2 and 10.3 of the present Article are final, sovereign and the Board of Directors shall give reasons for its decisions.

10.4 A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the Rules of Procedure, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly.

10.5 Before excluding a Member, the Executive Manager shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.

10.6 All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the General Assembly.

10.7 A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees (aa) for the financial year during which notice is given and, (bb) in case the notice is served after 30 June, for the financial year during which the notice is given and the following financial year. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for

compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Executive Manager, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

10.8 A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

Article 11. Membership fees

11.1 Each Full Member shall pay membership fees per year according to the Stakeholders Group to which it belongs. The membership fees are proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Board of Directors and decided by the General Assembly. Full Members belonging to the Academia Stakeholders Group or the Farming Community Stakeholders Group shall pay a minimum of two thousand five hundred euros (2,500 €) of membership fees. Full Members belonging to the Industry Stakeholders Group or being Multistakeholders shall pay a minimum of five thousand euros (5,000 €) of membership fees.

11.2 Each Associate Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Associate Member shall be proposed by the Board of Directors and decided by the General Assembly.

11.3 Without prejudice to Article 10 of these Statutes, if a Member fails to pay its membership fees within thirty (30) calendar days after an official final reminder has been sent to it by the Executive Manager, its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due.

11.4 Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.

Article 12. Compliance with the Statutes, the Rules of Procedure and Antitrust Law

12.1 Any Member shall adhere to these Statutes and the Rules of Procedure, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the

Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 8 of these Statutes.

12.2 The Association shall take all possible measures in order to ensure that it fully complies with the provisions of EU and national antitrust laws (hereafter: “**Antitrust Law**”) and that the Members are aware of the importance of complying with Antitrust Law.

Article 13. Register of Members

13.1 The Executive Manager shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Executive Manager, immediately after the Board of Directors or the General Assembly has taken a decision.

TITLE IV. OBSERVERS

Article 14. Observership

14.1. Upon proposal of the Board of Directors, the General Assembly shall have the right to grant the status of observer (hereafter: “**Observer**”) to any legal entity meeting the membership criteria referred under Article 6.1 or Article 7.1 of these Statutes which is considering becoming a Member and wishes to benefit of a trial period. The General Assembly may revoke the status of Observer granted to one or several legal entities at any time. The decisions of the General Assembly regarding the granting or the revocation of the status of Observer are final, sovereign and shall not be motivated.

14.2. In accordance with Article 8.3 of these Statutes, once the Board of Directors has pre-approved the application for admission to membership, it shall grant the status of Observer to the applicant to membership.

14.3. Observership referred in paragraph 14.1 of the present Article is a fixed-term observership of maximum one (1) year, not renewable. Observership referred in paragraph 14.2 of the present Article shall terminate upon decision of the General Assembly to approve or not the membership admission.

14.4. An Observer whose observership has expired in accordance with paragraph 14.3 of the present Article may only re-join the Association as a Full Member or as an Associate Member and shall be considered as an applicant to the membership.

Article 15. Register of Observers

15.1 The Executive Manager shall keep a register of Observers, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Observers. In addition, all the decisions regarding the granting or the revocation of the status of Observer shall be included in the register of Observers by the Executive Manager, immediately after the General Assembly has taken a decision.

TITLE V. ORGANISATIONAL STRUCTURE

Article 16. Bodies

16.1 The bodies of the Association are:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The Chair;
- (d) The two (2) Vice-Chairs;
- (e) The Working Group(s); and
- (f) The Executive Manager.

TITLE VI. GENERAL ASSEMBLY

Article 17. Composition

17.1 The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative pursuant to Article 9 of these Statutes.

17.2 Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard upon decision of the chairperson.

17.3 Each director shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each director who has been appointed as a Representative of a Full Member shall be authorised to vote in this specific capacity for the Full Member he/she represents.

17.4 The General Assembly shall be chaired by the Chair. If the Chair is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest Vice-Chair (in age). If the Chair and the oldest Vice-Chair (in age) are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the youngest Vice-Chair (in age). If the Chair and both Vice-Chairs are unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest director (in age) present.

17.5 The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly these third parties will receive the right to speak.

Article 18. Voting rights

18.1 The voting right(s) of each Full Member shall be allocated as follows:

Amount of membership fees		Number of votes
Full Members belonging to the Academia Stakeholders Group or the Farming Community Stakeholders Group	Full Members belonging to the Industry Stakeholders Group or being Multiskakeholders	
Each Full Member having paid between two thousand five hundred euros (2,500 €) and up to and including four thousand nine hundred and ninety-nine euros (4,999 €) of membership fees for the last financial year:	Each Full Member having paid between five thousand euros (5,000 €) and up to and including nine thousand nine hundred and ninety-nine euros (9,999 €) of membership fees for the last financial year:	One (1) vote
Each Full Member having paid between five thousand euros (5,000 €) and up to and including nine thousand nine hundred and ninety-nine euros (9,999 €)	Each Full Member having paid between ten thousand euros (10,000€) and up to and including fourteen thousand nine hundred and ninety-nine euros (14,999	Two (2) votes

of membership fees for the last financial year:	€) of membership fees for the last financial year:	
Each Full Member having paid between ten thousand euros (10,000 €) and up to and including fourteen thousand nine hundred and ninety-nine euros (14,999 €) of membership fees for the last financial year:	Each Full Member having paid between fifteen thousand euros (15,000 €) and up to and including nineteen thousand nine hundred and ninety-nine euros (19,999 €) of membership fees for the last financial year:	Three (3) votes
Each Full Member having paid between fifteen thousand euros (15,000 €) and up to and including nineteen thousand nine hundred and ninety-nine euros (19,999 €) of membership fees for the last financial year:	Each Full Member having paid between twenty thousand euros (20,000 €) and up to and including thirty-nine thousand nine hundred and ninety-nine euros (39,999 €) of membership fees for the last financial year:	Four (4) votes
Each Full Member having paid at least twenty thousand euros (20,000 €) of membership fees for the last financial year:	Each Full Member having paid at least forty thousand euros (40,000 €) of membership fees for the last financial year:	Five (5) votes

18.2 If a Full Member has more than one (1) vote pursuant to the present Article, it shall always cast all its votes in the same manner (i.e., in favour, against or abstain).

Article 19. Powers

19.1 The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered seat of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the directors and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each director will be granted and exercised as well as the conditions under which said mandate can be terminated;

- (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (d) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (e) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;
- (f) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board of Directors;
- (g) Upon pre-approval by the Board of Directors, the admission of new Members;
- (h) The granting, upon recommendation of the Board of Directors, or the revocation of the status of Observer;
- (i) The exclusion of Members;
- (j) The approval of the annual accounts and the budget of the Association;
- (k) The amendment of these Statutes; and
- (l) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
- (m) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

Article 20. Meetings

20.1 The General Assembly shall meet at least once a year upon convening by the Board of Directors, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"). Each year, the Board of Directors shall determine the exact date of the Ordinary General Assembly.

20.2 A meeting of the General Assembly shall be convened at any time by the Chair or the Board of Directors whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Chair at the written request of at least half of the Full Members. In this last case, the Chair shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the fortieth (40th) calendar day following this request.

20.3 If the Chair is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the oldest Vice-Chair (in age). If the Chair and the oldest Vice-Chair are both unable or

unwilling to convene the General Assembly, the General Assembly shall be convened by the youngest Vice-Chair (in age). If the Chair and both Vice-Chairs are unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the oldest director (in age) present.

Article 21. Proxies

21.1 Each Full Member shall have the right, via regular means of communication, always with copy to the Executive Manager via similar means, to give a proxy to another Full Member to be represented at a meeting of the General Assembly. Full Members may hold an unlimited number of proxies.

21.2 Each Full Member shall have the right via regular means of communication, always with copy to the Executive Manager via similar means, to give a proxy to another Member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 45 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 22. Convening notices. Agenda

22.1 Convening notices for the General Assembly shall be notified to the Members and the directors by the Executive Manager via regular means of communication at least twenty-one (21) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Executive Manager and adopted by the Chair or the Board of Directors.

22.2 Any proposal of additional item(s), irrespectively whether this/these item(s) require(s) a vote or not, on the agenda of the General Assembly signed by at least one half (1/2) of the Full Members of a same Stakeholders Group and notified to the Chair at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the Chair shall inform the Members and the directors of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.

22.3 No vote shall be cast regarding an item that is not listed on the agenda and which requires a vote. An item which is not on the agenda and which does not require a vote can be discussed by the General

Assembly if the Full Members which are present or represented at a meeting of the General Assembly unanimously vote to do so.

22.4 Each Member and each director shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any Member present or represented and any director present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 23. Presence quorum. Voting majority. Votes

23.1 Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least two thirds (2/3) of the Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

23.2 If at least two thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraphs 23.3 and 23.4 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

23.3 The priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if the chairperson of the General Assembly decides to call a vote, decisions shall be taken according to the voting majority stipulated in paragraph 23.4 of the present Article.

23.4 If decisions are not reached in accordance with the rule provided by the paragraph 23.3 of the present Article, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of two thirds (2/3) of the votes cast by the Full Members present or represented.

23.5 By derogation to the paragraphs 23.3 and 23.4 of the present Article, for the election of the directors referred to in Article 26.7 of these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Full Members present or represented. The ballot shall be organized in a way that each Full Member be able to cast its vote(s) as many times as there are open position(s) (e.g. if five (5) directors shall be elected and that a Full Member has three (3) votes in accordance with Article 18.2 of these Statutes, the Full Member can cast fifteen (15) votes, i.e. three (3) votes per director to be elected). In the

event of a tie between two (2) or more candidates director, subsequent voting round(s) shall take place until one (1) candidate director obtains a simple majority of the votes (i.e. obtains the highest number of votes).

23.6 By derogation to the paragraph 23.4 of the present Article, if two-thirds (2/3) of the Full Members belonging to one and the same Stakeholders Group being present or represented at the meeting of the General Assembly consider that a decision would severely harm the interests of the Full Members belonging to the concerned Stakeholders Group, they may jointly exercise a veto right in order to prevent the adoption by the General Assembly of the decision. The Full Members exercising the veto right shall inform the chairperson of the General Assembly of the use of the veto right before that the vote on the concerned item on the agenda is taking place and must give reasons for their decision. Following the exercise of the veto right, the decision of the General Assembly shall not be adopted. For the purpose of the present paragraph, Full Members being Multistakeholders may exercise a veto right jointly with the Full Members belonging to each of the Stakeholders Group to which they belong according to Article 6.6 of the present Statutes.

23.7 Blank votes, invalid votes and abstentions shall not be counted.

23.8 The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.

23.9 Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Board of Directors and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Board of Directors shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

23.10 Provided that this possibility has been granted by the Board of Directors and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General

Assembly. The Board of Directors shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

23.11 The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

Article 24. Register of minutes

24.1 Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Manager to the Members. The register of minutes shall be kept at the registered seat of the Association where all Members may consult it, without, however, displacing it.

Article 25. Written procedure

25.1 Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 22 of these Statutes do not have to be complied with.

25.2 For this purpose, the Chair, upon request of the Board of Directors, and with the assistance of the Executive Manager, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and directors, with request to the Full Members to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Board of Directors and within the time limit mentioned in the notice.

25.3 If the votes in favor of all of the Full Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

25.4 For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

25.5 The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and directors.

25.6 The decisions taken via written procedure shall be sent via regular means of communication by the Executive Manager to the Members.

25.7 The directors and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VII. BOARD OF DIRECTORS

Article 26. Composition

26.1 The Association shall be administered by a Board of Directors composed of minimum eight (8) and maximum twelve (12) directors.

26.2 Each director shall be:

- (a) A natural person; and
- (b) Employed by or otherwise linked to a Full Member.

26.3 The Board of Directors shall be composed as follows:

- (a) As the case may be, one (1) director appointed by the Europese Organisatie Voor Wetenschappelijk Plantenonderzoek, an international non-profit association, incorporated under Belgian law, registered with the Crossroads Bank for Enterprises under the number 0477.802.204, shall be as of right a director;
- (b) As the case may be, one (1) director appointed by Comité des organisations professionnelles agricoles de l'Union Européenne ADF, a *de facto* association, registered with the Crossroads Bank for Enterprises under the number 0850.074.148, shall be as of right a director;
- (c) As the case may be, one (1) director appointed by Euroseeds, an international non-profit association, incorporated under Belgian law, registered with the Crossroads Bank for Enterprises under the number 0478.219.205, shall be as of right a director;
- (d) At least one (1) and up to two (2) directors being employed by or otherwise linked to a Full Member belonging to the Academia Stakeholders Group or being a Multistakeholder;

- (e) At least one (1) and up to two (2) directors being employed by or otherwise linked by a Full Member belonging to the Farming Community Stakeholders Group or being a Multistakeholder; and
- (f) At least three (3) and up to five (5) directors being employed by or otherwise linked by a Full Member belonging to the Industry Stakeholders Group or being Multistakeholder.

26.4 By derogation to paragraph 26.3 of the present Article, if no director is appointed in accordance with the rules set out in paragraph 26.3 (a), (b), and/or (c) of the present Article, Article 26.3 (d), (e) and/or (f) of these Statutes shall respectively be read as follows:

- (a) If no director is appointed in accordance with paragraph 26.3 (a): At least two (2) and up to three (3) directors being employed by or otherwise linked to a Full Member belonging to the Academia Stakeholders Group or being a Multistakeholder;
- (b) If no director is appointed in accordance with paragraph 26.3 (b): At least two (2) and up to three (3) directors being employed by or otherwise linked by a Full Member belonging to the Farming Community Stakeholders Group or being a Multistakeholder; and/or
- (c) If no director is appointed in accordance with paragraph 26.3 (c): At least four (4) and up to six (6) directors being employed by or otherwise linked by a Full Member belonging to the Industry Stakeholders Group or being Multistakeholder.

26.5 The General Assembly shall elect the directors referred to in paragraphs 26.3 (d), (e), (f) of the present Article. The term of office of the directors is a three (3) years term, indefinitely renewable. Their mandate shall be non-remunerated. Unless otherwise decided by the General Assembly, the mandate of the directors shall start immediately after the meeting of the General Assembly during which they have been elected.

26.6 For the purpose of the election of the directors referred to in paragraphs 26.3 (d), (e), (f) of the present Article, each Full Member may propose candidate directors being employed by or otherwise linked to itself or to a Full Member to the Board of Directors at least forty-two (42) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be elected. The Board of Directors shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Executive Manager, taking into account the criteria set out in paragraphs 26.2 and 26.3 of the present Article, shall draw up a list of all proposed candidate directors. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more director(s) will be elected. The list shall indicate for each proposed candidate director the criteria set out in paragraphs 26.2 and 26.3 of the present Article. If there is no list or an incomplete list of candidate directors, the General Assembly may

freely elect without any formality one or more director(s). The detailed procedures for the election of directors shall be determined in the Rules of Procedure, if any.

26.7 The mandate of a director terminates by expiry of his/her directorship. The mandate of a director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a director ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, or (iii) if the Full Member the director is employed by or otherwise linked to, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the director is employed by or otherwise linked to, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the director is employed by or otherwise linked to, has substantially modified its activities, or (vi) if a director does no longer meet the criteria set out in paragraph 26.2 of the present Article.

26.8 The mandate of a director also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a director at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the director concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

26.9 The directors are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Chair. In case of termination of the mandate of a director for whatever reason, except the cases of automatic termination of the mandate of a director, or dismissal, the director shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

26.10 If the mandate of a director ceases before its term, for whatever reason, the Board of Directors may freely appoint (by co-optation) a new director for the remainder of the term, provided that the director appointed (by co-optation) fulfils the criteria for the composition of the Board of Directors of the replaced director. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the director appointed (by co-optation). If the mandate of the director appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said director will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.

26.11 In case of termination of the mandate of a director for whatever reason, the director shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

26.12 The Board of Directors shall be chaired by the Chair. If the Chair is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the oldest Vice-Chair (in age). If the Chair and the oldest Vice-Chair (in age) are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the youngest Vice-Chair (in age). If the Chair and both Vice-Chairs are unable or unwilling, the Board of Directors shall be chaired by the oldest director (in age) present.

26.13 The Board of Directors may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board of Directors.

Article 27. Powers

27.1 The Board of Directors shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Board of Directors shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).

27.2 The Board of Directors shall in particular have the following powers:

- (a) The transfer of the Association’s registered seat when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association’s strategies and policies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The acknowledgement of the resignation of a Member pursuant to Article 10.1 through 10.5 of these Statutes;
- (g) The election and dismissal of the Chair and the Vice-Chairs;
- (h) The appointment and dismissal of the Executive Manager, including the discharge to be given;
- (i) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (j) The pre-approval of the admission of new Members and the submission to the General Assembly for final approval;
- (k) The recommendation to the General Assembly to grant the status of Observer;
- (l) The decision regarding the Stakeholders Group to which a Full Member shall belong and the decision to qualify a Full Member as Multistakeholders;

- (m) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Executive Manager, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (n) The adoption, the amendment and the revocation of the Rules of Procedure, if any;
- (o) The decisions to amend Article 41.2 of these Statutes;
- (p) The adoption of propositions to be submitted to the General Assembly; and
- (q) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these.

27.3 Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

27.4 At any time, the Board of Directors may delegate specific powers to one or more director(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 28. Meetings

28.1 The Board of Directors shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the Chair or at the request of at least half of the directors, acting jointly, and at such time and place as determined in the convening notice. If the Chair is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the oldest Vice-Chair (in age). If the Chair and the oldest Vice-Chair (in age) are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the youngest Vice-Chair (in age). If the Chair and both Vice-Chairs are unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the oldest director (in age).

Article 29. Proxies

29.1 Each director shall have the right, via regular means of communication, to give a proxy to another director, to be represented at a meeting of the Board of Directors. All directors may hold an unlimited number of proxies.

Article 30. Convening notices. Agenda

30.1 Without prejudice to Article 33, convening notices for the Board of Directors shall be notified to the directors by the Executive Manager via regular means of communication at least fourteen (14) calendar days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. In addition, the convening notices shall mention if the directors can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board of Directors shall be prepared by the Executive Manager and adopted by the Chair. If the Chair is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Vice-Chair (in age). If the Chair and the oldest Vice-Chair (in age) are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the youngest Vice-Chair (in age). If the Chair and both Vice-Chairs are unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest director (in age).

30.2 Each director shall have the right to propose additional item(s), irrespectively whether this/these item(s) require(s) a vote or not, to be included on the agenda of the Board of Directors, which shall be notified via regular means of communication to the Chair at least seven (7) calendar days before the meeting. In such a case, the Chair shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular means of communication at least five (5) calendar days before the meeting of the Board of Directors.

30.3 No vote shall be cast regarding an item that is not listed on the agenda and which requires a vote. An item which is not on the agenda and which does not require a vote can be discussed by the Board of Directors if the directors which are present or represented at a meeting of the Board of Directors unanimously vote to do so.

30.4 Each director shall have the right, before, during or after a meeting of the Board of Directors, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any director present or represented at a meeting of the Board of Directors shall be considered to have been regularly convened to this meeting.

Article 31. Presence quorum. Voting majority. Votes

31.1 Unless otherwise stipulated in these Statutes, the Board of Directors shall be validly constituted when at least half of the directors are present or represented. In any case, the Board of Directors shall always be constituted of at least two (2) directors physically or virtually present.

31.2 If at least half of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to in Article 30 of these Statutes, at least fourteen (14) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the voting majority stipulated in the paragraph 31.3 of the present Article.

31.3 The priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if the chairperson of the Board of Directors decides to call a vote, decisions shall be taken according to the voting majority stipulated in paragraph 31.4 of the present Article.

31.4 If decisions cannot be reached in accordance with the rule provided by the paragraph 31.3 of the present Article, decisions of the Board of Directors shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the directors present or represented. Each director shall have one (1) vote.

31.5 By derogation to the paragraphs 31.3 and 31.4 of the present Article, if two-thirds (2/3) of the directors being employed by or otherwise linked to Full Members belonging to one and the same Stakeholders Group being present or represented consider that a decision would severely harm the interests of the Full Members belonging to the concerned Stakeholders Group, they may exercise a veto right in order to prevent the adoption by the Board of Directors of the decision. The directors exercising the veto right shall inform the chairperson of the Board of Directors of the use of the veto right before that the vote on the concerned item on the agenda is taking place and must give reasons for their decision. Following the exercise of the veto right, the decision of the Board of Directors shall not be adopted.

31.6 Blank votes, invalid votes and abstentions shall not be counted.

31.7 A duly convened meeting of the Board of Directors shall be validly held even if all or some of the directors are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the directors to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Executive Manager shall set up the practical procedures to organise this in practice. In such a case, the directors shall be deemed present.

31.8 Provided that the possibility to vote via electronic means is mentioned in the convening notice, the directors may vote via electronic means during a meeting of the Board of Directors. The Executive Manager shall take the necessary steps allowing the directors to vote electronically. The Executive Manager shall set up the practical procedures to organise this in practice, and shall ensure that the system

for electronic voting used allows for (i) the identification of the directors having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 32. Register of minutes

32.1 Minutes shall be drawn up at each meeting of the Board of Directors. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Manager to the directors. The register of minutes shall be kept at the registered seat of the Association where all directors may consult it, without, however, displacing it.

Article 33. Written procedure

33.1 The Board of Directors may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 30 of these Statutes do not have to be complied with.

33.2 For this purpose, the Executive Manager, upon request of the Chair or two (2) directors acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all directors, with request to the directors to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Executive Manager and within the time limit mentioned in the notice.

33.3 The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the directors have sent their vote(s) back via the means of written communication designated by the Executive Manager within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one vote of the votes cast by the directors having sent their vote(s) back via the means of written communication designated by the Executive Manager. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

33.4 For the purpose of the present Article, directors are not allowed to grant proxies to other directors.

33.5 The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the directors.

33.6 The decisions taken via written procedure shall be sent via regular means of communication by the Executive Manager to the directors.

TITLE VIII. CHAIR AND VICE-CHAIRS

Article 34. Election and function of the Chair and Vice-Chairs

34.1 The Board of Directors shall elect a Chair and two (2) Vice-Chairs amongst the directors. The Chair and Vice-Chairs shall be three (3) distinct directors. Amongst the Chair and each Vice-Chair there shall be (i) one (1) director being employed by or otherwise linked to a Full Member belonging to the Academia Stakeholders Group, (ii) one (1) director being employed by or otherwise linked to a Full Member belonging to the Farming Community Stakeholders Group, and (iii) one (1) director being employed by or otherwise linked to a Full Member belonging to the Industry Stakeholders Group. The chairmanship shall operate according to the following three-year rotation system:

- (a) During a first three (3) years term, the Chair shall be a director employed by or otherwise linked to a Full Member belonging to the Academia Stakeholders Group and the two (2) Vice-Chairs shall be respectively directors being employed by or otherwise linked to (i) a Full Member belonging to the Farming Community Stakeholders Group and (ii) a Full Member belonging to the Industry Stakeholders Group;
- (b) During the next second three (3) years term, the Chair shall be a director employed by or otherwise linked to a Full Member belonging to the Industry Stakeholders Group and the two (2) Vice-Chairs shall be respectively directors being employed by or otherwise linked to (i) a Full Member belonging to the Academia Stakeholders Group and (ii) a Full Member belonging to the Farming Community Stakeholders Group; and
- (c) During the next third three (3) years term, the Chair shall be a director employed by or otherwise linked to a Full Member belonging to the Farming Community Stakeholders Group and the two (2) Vice-Chairs shall be respectively directors being employed by or otherwise linked to (i) a Full Member belonging to the Academia Stakeholders Group and (ii) a Full Member belonging to the Industry Stakeholders Group.

34.2 Their mandate shall be non-remunerated. The term of office of the Chair is a three (3) years term, not renewable in a row. The term of office of the Vice-Chairs is a three (3) year term, once renewable in a row. However, the mandate performed by a Chair or a Vice-Chair pursuant to paragraph 34.3 of the present Article, shall not be taken into account for the computation of the number of terms of office.

Unless otherwise decided by the Board of Directors, the mandate of the Chair and Vice-Chairs shall start immediately after the meeting of the Board of Directors during which they have been elected.

34.3 Each new Chair or Vice-Chair who is elected by the Board of Directors to replace a Chair or Vice-Chair whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the Chair or Vice-Chair being replaced.

34.4 The mandate of the Chair and the two (2) Vice-Chairs terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

34.5 The Board of Directors may further dismiss the Chair as Chair and the Vice-Chairs as Vice-Chairs, at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Chair or Vice-Chair, concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Board of Directors and prior to the voting on the dismissal. The concerned Chair or Vice-Chair shall not participate in the deliberation of the Board of Directors regarding such decision or action, and also not to the relevant voting.

34.6 The Chair and the two (2) Vice-Chairs are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board of Directors. In case of the end of the mandate of the Chair or Vice-Chairs for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the Chair or Vice-Chair as the case may be shall continue performing the duties of his/her office until the Board of Directors has provided in his/her replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

34.7 In case of termination of the mandate of the Chair or the two (2) Vice-Chairs for whatever reason, the Chair or the two (2) Vice-Chairs as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 35. Powers of the Chair and Vice-Chairs

35.1 The Chair shall have the powers specifically granted to him/her by these Statutes. In particular, the Chair shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Board of Directors, after preparation by the Executive Manager;
- (b) Presiding the meetings of the General Assembly and the Board of Directors;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;
- (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (e) In the event of a tied vote, having the casting vote within the Board of Directors.

35.2 The two (2) Vice-Chairs shall have the powers specifically reserved for them by these Statutes. As a general rule, the oldest Vice-Chair (in age) shall replace the Chair in his/her absence. If the oldest Vice-Chair (in age) is unable or unwilling to replace the Chair in his/her absence, the youngest Vice-Chair (in age) shall replace the Chair in his/her absence.

TITLE IX. WORKING GROUP(S)

Article 36. Working Group(s)

36.1 The Board of Directors may establish, dissolve and delegate tasks to one or more Working Group(s). The Board of Directors shall determine the mission, powers and governance, amongst others, of the Working Group(s).

36.2 The Working Group(s) shall be composed of Full Members.

36.3 The Working Group(s) shall not represent the Association vis-à-vis third parties.

36.4 The Working Group(s) shall always act under the responsibility of the Board of Directors and the Executive Manager shall report to Board of Directors on the activities of the Working Group(s).

36.5 The chairperson of the Working Group may invite one or more third party(ies) to attend one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

TITLE X. EXECUTIVE MANAGER

Article 37. Appointment and function of the Executive Manager

37.1 The Board of Directors shall appoint a natural person, not being a director and not being a Representative, as Executive Manager. His/her office will be remunerated. The Association shall cover all reasonable expenses exposed by the Executive Manager. The Executive Manager's mandate may be of a definite or indefinite duration. The terms and conditions of his/her office shall be determined by the Board of Directors.

37.2 The mandate of the Executive Manager terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Executive Manager is under judicial administration, in bankruptcy, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

37.3 Unless otherwise agreed, the Board of Directors may dismiss the Executive Manager at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

37.4 The Executive Manager is free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Board of Directors, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Executive Manager for whatever reason, except the cases of automatic termination of the mandate of the Executive Manager or dismissal, the Executive Manager shall continue performing the duties of his/her office until the Board of Directors has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

37.5 In case of the end of the mandate of the Executive Manager for whatever reason, the Executive Manager shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

37.6 The Executive Manager shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Executive Manager.

37.7 Notwithstanding the above paragraph, the Chair may decide that the Executive Manager cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

Article 38. Powers of the Executive Manager

38.1 The Executive Manager shall have the powers specifically granted to him/her by these Statutes. In particular, the Executive Manager shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The hiring and the dismissal of the employees of the secretariat of the Association;
- (c) The recruitment of new Members;
- (d) In cooperation with the Chair, the coordination and the organisation of the meetings of the General Assembly;
- (e) In cooperation with the Chair, the coordination and the organisation of the meetings of the Board of Directors;
- (f) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (g) Submitting the applications for admission to membership to the Board of Directors;
- (h) Executing the decisions of the Board of Directors;
- (i) Sending the convening notices of the General Assembly and the Board of Directors;
- (j) The preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;
- (k) The supervision of the financial affairs of the Association; and
- (l) Ensuring the public relations of the Association, particularly regarding communication with third parties.

38.2 The Executive Manager shall always act under the responsibility of the Board of Directors and within the approved budget. The Executive Manager shall report periodically to the Board of Directors on his/her actions and activities, and/or at the request of the Board of Directors.

TITLE XI. LIABILITY

Article 39. Liability

39.1 The directors, the Chair, the two (2) Vice-Chairs, and the Executive Manager are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

39.2 The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 40. External representation of the Association

40.1 The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chair acting alone, or by two (2) directors, acting jointly.

40.2 Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Executive Manager, acting alone.

40.3 None of the aforementioned persons must justify his/her powers vis-à-vis third parties.

40.4 In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Board of Directors, the Chair acting alone, or two (2) directors, acting jointly, or, within the framework of daily management, by the Executive Manager, acting alone.

TITLE XIII. RULES OF PROCEDURE AND PROCEDURES

Article 41. Rules of Procedure and procedures

41.1 To detail and complete the provisions of these Statutes, the Board of Directors may adopt, amend and/or revoke Rules of Procedure.

41.2 On the date of the transformation of the Association, no Rules of Procedure have been adopted.

41.3 The Board of Directors is further entitled to adopt Board of Directors internal procedures and any other kind of statement that falls within the scope of its powers.

TITLE XIV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

Article 42. Financial year

42.1 The financial year of the Association shall run from 1 January to 31 December.

Article 43. Annual Accounts. Budget

43.1 The Board of Directors shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

43.2 Each year, within six (6) months following the end of the financial year, the Board of Directors shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

43.3 The draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty-one (21) calendar days before the Ordinary General Assembly.

Article 44. Auditing of the annual accounts

44.1 If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren*”, for a three (3) years term.

44.2 If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

44.3 The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XV. AMENDMENTS TO THESE STATUTES

Article 45. Amendments to these Statutes

45.1 The General Assembly can validly decide on amendments to these Statutes only if (i) at least two thirds (2/3) of the Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

45.2 If at least two thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 45.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

45.3 By derogation to paragraph 45.1 of the present Article, the Board of Directors can also validly decide on amendments to Article 41.2 of these Statutes.

45.4 The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the directors.

45.5 The date on which the amendments to these Statutes shall enter into force shall be determined in the Rules of Procedure, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.

45.6 Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XVI. DISSOLUTION. LIQUIDATION

Article 46. Dissolution. Liquidation

46.1 The General Assembly can validly decide on the dissolution of the Association only if (i) at least two thirds (2/3) of the Full Members are present or represented and (ii) the decision obtains a majority of at least two thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

46.2 If at least two thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 46.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

46.3 Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the directors.

46.4 Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the directors shall be deemed to be jointly in charge of the Association's liquidation.

46.5 The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Statutes.

TITLE XVII. VARIA

Article 47. Notifications

47.1 Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium.

Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

- “Regular means of communication” means regular mail or any other means of written communication (including email); and
- “Special means of communication” means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

Article 48. Computation of time

48.1 For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- “Month(s)” mean(s) (a) calendar month(s); and
- “Calendar day(s)” mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

Article 49. Abstentions

49.1 For the determination of the voting majorities set out in these Statutes, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

Article 50. Secret ballot

50.1 For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e., the Full Members, the directors, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Executive Manager and the staff of the Association.

Article 51. Varia

51.1 Anything that is not provided for in these Statutes or the Rules of Procedure, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict

between these Statutes and the Rules of Procedure, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

51.2 Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association's name and logo(s) in any manner unless they received a prior and written authorisation from the Executive Manager to do so. Members shall have no claim on the Association's assets.

51.3 For the performance of their duties, directors may elect domicile at the registered seat of the Association.

51.4 The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

[The change of corporate name shall be included as the first resolution to be adopted by the EGA in the notarial deed.]