

**Statutes of
AgriRecover**

[The official texts are in Dutch and French – English convenience translation for information purposes only]

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

Article 1. Name. Legal form. Term

1.1 The international non-profit association named “**AgriRecover**”(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 “internationale vereniging zonder winstoogmerk” or by the abbreviation “IVZW” (in Dutch) or “association internationale sans but lucratif” or by the abbreviation “AISBL” (in French), as the case may be, the address of the registered office of the Association, the enterprise number and the mention “rechtspersonenregister” or abbreviated “RPR” (in Dutch) or “registre des personnes morales” or abbreviated “RPM” (in French), as the case may be, followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

2.1 The registered office of the Association is located in the Flemish region.

2.2 The registered office 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 office 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 office of the Association according to the presence quorum and voting majority stipulated in Article 22 of these Statutes.

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

2.5 The daily management of the Association shall, at all times, be performed from Belgium. The majority of the staff of the Association will work as from Belgium.

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, both in Belgium and abroad (including the Benelux), to organise and manage, in the interest of its Members and/or its beneficiaries, the collection and processing of empty packages and containers for professional use of (i) the plant protection products sector, (ii) biocides for agricultural use, (iii) fertilisers and biostimulants for agricultural use, (iv) seeds, and (v) residues of plant protection products such as products that have passed their expiry date or cannot be sold or used, and other types of empty packages and packaging residues used in the agricultural sector.

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) Organise and manage the collection, processing and recycling of empty packages and containers of the agricultural industry;
- (b) Follow-up on legislation and regulations in the relevant fields;
- (c) Disseminate information and issue publications;
- (d) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (e) Collect and analyse statistical data; 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.

4.2 The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

4.3 In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

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* (i.e. the person of the Member is an essential term of the contract) and can neither be transferred nor assigned.

5.5 For the purpose of Article 17 of these Statutes, each Member shall be categorised by the Board of Directors, upon proposal of the Member concerned, as being part of one (1) of the following sectors (hereafter: “**Sectors**”):

- (a) Crop Protection Products Sector;
- (b) Biocides Sector;

- (c) Fertilisers and Biostimulants Sector; or
- (d) Seeds Sector.

For the purpose of Article 17 of these Statutes, (i) no Full Member shall be part of more than one (1) Sector and (ii) the Crop Protection Products Sector shall include any sector not covered by the Sectors referred to in Paragraph 5.5 (b), (c) and (d) of the present Article.

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) Being a company;
- (b) Having a legal personality;
- (c) Insofar required by the applicable legislation, holding a recognition in the Benelux;
- (d) Being part of a certain Sector and producing and/or importing products in packages in the Benelux; and
- (e) Being a member of one or more of the Associate Members referred to in Article 7.1 (b) of these Statutes.

6.2 Legal entities of a same group of legal entities may each become a Full Member with their own membership rights, provided that they each pay membership fees.

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

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) Being a company:
 - i. Having a legal personality;
 - ii. Insofar required by the applicable legislation, holding a recognition in the Benelux;
 - iii. Being part of a certain Sector and producing and/or importing products in packages in the Benelux; and
 - iv. Not being a member of one or more of the Associate Members referred to in Article 7.1 (b) of these Statutes; or
- (b) Being a non-profit legal entity:
 - i. Having a legal personality; and
 - ii. Representing one or more companies who are Full Members of the Association or having an interest in the purpose and object of the Association.

7.2 Legal entities of a same group of legal entities may each become an Associate Member with their own membership rights, provided that they each pay membership fees.

7.3 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.

7.4 If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 44 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 Secretary General.

8.2 The Secretary General 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 on the admission to membership. The decisions of the Board of Directors regarding membership admissions are final, sovereign and the Board of Directors shall give reasons for its decisions.

Article 9. Representation of Members

9.1 Each Full Member shall appoint one or more natural person(s), called the “Representative(s)”, to represent it within the Association. If a Full Member appoints more than one (1) Representative, it must appoint one (1) voter – when applicable – who shall cast the vote of his/her Full Member (hereafter: “**Voter**”). Each Voter must have full capacity powers to represent his/her Full Member. If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Full Member.

9.2 If a Representative ceases to be employed by or is no longer otherwise linked to the Full 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 Full Member, if any) and (ii) said Full Member shall immediately replace this Representative unless the Full Member has another Representative and, if applicable, another Representative who has been appointed as Voter.

9.3 Each Full Member shall inform, via regular means of communication, the Secretary General of the identity, contact details, and, as the case may be, appointment or revocation as Voter, of its/their Representative(s).

Article 10. Resignation

10.1 Members are free to resign from the Association by giving written notice via special means of communication to the Secretary General. The Secretary General 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 following the year during which the written notice has been sent to the Secretary General. The resigning Member shall cease to use the logo of the Association on packages that are issued as from 1 January of the year following the year during which the notice of resignation has been given, with the exception of packages which already have been produced and/or put on the market by the resigning Member.

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) Transfer of an universality (i.e. a set of properties (i.e. assets and liabilities) considered as forming a whole subject to different rules than those which would apply individually to the items which composes it); and

- (e) 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 10.2 of the present Article. The decisions of the Board of Directors regarding the resignation of Members as referred to in the Paragraphs 10.1 to 10.3 of the present Article are final, sovereign and the Board of Directors shall give reasons for its decisions.

Article 11. Suspension

11.1 A Member which (i) ceases to satisfy the definition of membership to which it belongs to as set out in Article 6 and Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the Bylaws and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) acts contrary to the common values and ethics of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights) upon decision of the Board of Directors.

11.2 Before suspending a Member, the Board of Directors shall provide the concerned Member with the relevant details in writing via special means of communication at least fifteen (15) calendar days in advance of the meeting of the Board of Directors deciding on the suspension. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of suspension. The Board of Directors may decide to suspend a Member, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the suspension. The decisions of the Board of Directors regarding the suspension of a Member are final, sovereign and the Board of Directors shall give reasons for its decisions.

11.3 All membership rights (including voting rights) of the Member concerned by the abovementioned suspension procedure shall be suspended for a period of time, as decided by the Board of Directors and at the latest until the next meeting of the General Assembly which shall decide whether or not to reconduct the suspension and if so, for which period of time.

11.4 The General Assembly may decide to reconduct the suspension of 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 reconducting the suspension. The Member concerned by the procedure of suspension shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the reconduction of the suspension of a Member are final, sovereign and the General Assembly shall give reasons for its decisions. The reconduction of the suspension of a Member shall take effect immediately at the end of the meeting of the General Assembly, unless otherwise provided by the General Assembly.

11.5 The maximum period of reconduction of the suspension of a Member is until the end of the next General Assembly and the suspension can be further reconducted by the General Assembly in accordance with the procedures and terms as set in this Article. Before the expiry of the suspension time, the suspension of a Member may also be revoked by the General Assembly, at its next meeting, without retroactive effect.

Article 12. Exclusion

12.1 A Member which (i) does not pay its membership fees due within the stated period or (ii) is merged into another legal entity (as acquired entity), may be excluded from membership upon decision of the Board of Directors.

12.2 Before excluding a Member in accordance with Paragraph 12.1 of this Article, the Board of Directors shall provide the concerned Member with the relevant details in writing via special means of communication at least fifteen (15) calendar days in advance of the meeting of the Board of Directors deciding on the exclusion. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of exclusion. The Board of Directors may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the exclusion. The decisions of the Board of Directors regarding the exclusion of a Member are final, sovereign and the Board of Directors shall give reasons for its decisions.

12.3 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 Bylaws, if any, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) acts contrary to the common values and ethics 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 upon proposal of the Board of Directors.

12.4 Before proposing the exclusion of a Member to the General Assembly in accordance with Paragraph 12.3 of this Article, the Board of Directors shall provide the concerned Member with the relevant details in writing via special means of communication at least fifteen (15) calendar days in advance of the meeting of the Board of Directors deciding on the proposal of exclusion. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Board of Directors may decide to propose the exclusion of a Member, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the proposal of exclusion. The decisions of the Board of Directors regarding the proposal of exclusion of a Member are final, sovereign and the Board of Directors shall give reasons for its decisions.

12.5 Before excluding a Member in accordance with Paragraph 12.3 of this Article, the General Assembly shall provide the concerned Member with the relevant details in writing via special means of communication at least fifteen (15) calendar days in advance of the meeting of the General Assembly deciding on the exclusion. The concerned Member has then time to definitively 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 Member concerned by the procedure of exclusion shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly can give reasons for its decisions.

12.6 All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure (i) until the decision of the Board of Directors to exclude

the concerned Member in accordance with Paragraph 12.1 of this Article, (ii) until the decision of the Board of Directors not to propose the exclusion of the concerned Member to the General Assembly in accordance with Paragraph 12.3 of this Article, or (iii) if the Board of Directors decides to propose the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly in accordance with Paragraph 12.3 of this Article.

12.7 By derogation to Paragraph 12.6 of the present Article, if a Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Secretary General, all its membership rights shall be automatically and immediately suspended until the payment of the membership fee or the decision of the Board of Directors to exclude the concerned Member, in accordance with Paragraph 12.1 of the present Article.

12.8 A Member which, in whatever way and for whatever reason, ceases to be a Member shall remain liable for its obligations towards the Association, including for the payment of the membership fees 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, (iii) cease to use the logo of the Association on packages that are issued as from 1 January of the year following the year during which the notice of resignation has been given or the exclusion has been decided upon, with the exception of packages which already have been produced and/or put on the market by the Member who ceases to be a Member, and (iv) upon decision of the Secretary General, 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.

12.9 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 13. Membership fees

13.1 Each Full Member shall pay membership fees per year, of which the amount and the calculation method shall be proposed by the Board of Directors and decided by the General Assembly. The membership fees of each Full Member are divided into (i) a fixed part and (ii) a variable part based on the volume of the packages brought on the market during the past calendar year, as determined in the Bylaws.

13.2 Each Associate Member shall pay membership fees per year, of which the amount and the calculation method shall be proposed by the Board of Directors and decided by the General Assembly. The membership fees of each Associate Member are divided into (i) a fixed part and (ii) a variable part, as determined in the Bylaws.

13.3 At the latest by 31 January of each year, each Member shall communicate the necessary data for the calculation of the variable part of the membership fees, as determined in the Bylaws, to the Secretary General. The Secretary General can request to a Member that it provides more accurate data. If the Secretary General has comments or doubts about the data received, the Secretary General can request an audit thereof in order to determine the relevant data. If a Member is unable or unwilling to (timely) communicate the requested data or more accurate data in relation thereof, the Secretary General shall determine the relevant data for the calculation of the variable part of the membership fees on the basis of the last declaration thereof by the concerned Member, increased with a financial fine for late or non-declaration, as determined in the Bylaws. The decisions of the Secretary General regarding the determination of the relevant data for the calculation of the variable part of the membership fees of a

Member and the imposition of a financial fine to a Member are final, sovereign, and the Secretary General shall give reasons for his/her/its decisions.

13.4 Members joining the Association part way through a financial year shall pay the fixed part and the variable part of the membership fees for that full year, as determined in the Bylaws.

13.5 The membership fees can be subject to indexation. The amount of the indexation shall be proposed by the Board of Directors and decided by the General Assembly.

13.6 In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Board of Directors and decided by the General Assembly.

13.7 The Board of Directors shall decide on the invoicing procedure and the time for payment of the membership fees.

Article 14. Compliance with the Statutes, the Bylaws, and Antitrust Law

14.1 Any Member shall expressly adhere to these Statutes and the Bylaws, 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.

14.2 The Members commit to not enter into any discussion, activity or conduct that may infringe European Union and applicable national competition law rules (hereafter: “**Antitrust Law**”).

14.3 The Association shall take all possible measures in order to ensure that it fully complies with the provisions of Antitrust Law and that the Members are aware of the importance of complying with Antitrust Law.

Article 15. Register of Members

15.1 The Secretary General 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 Secretary General, immediately after the Board of Directors or the General Assembly, as the case may be, has taken a decision.

TITLE IV. ORGANISATIONAL STRUCTURE

Article 16. Bodies

16.1 The bodies of the Association are:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The President;
- (d) The Vice-President;
- (e) The Working Group(s); and
- (f) The Secretary General.

TITLE V. GENERAL ASSEMBLY

Article 17. Composition. Voting rights

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

17.2 For the purpose of this Article, (i) each Full Member shall be part of respectively the Crop Protection Products Sector, the Biocides Sector, the Fertilisers and Biostimulants Sector or the Seeds Sector and (ii) the Crop Protection Products Sector shall include any sector not covered by the Sectors referred to in Article 5.5, (b), (c) and (d) of the present Statutes.

17.3 Each Full Member shall have voting rights according to a weighted vote system, based on the following principles:

- (a) The voting rights of the Full Members shall be allocated per Sector, whereby:
 - i. The total number of votes cast by the Crop Protection Products Sector shall represent seventy percent (70%) of the total number of votes cast in the General Assembly;
 - ii. The total number of votes cast by the Biocides Sector shall represent five percent (5%) of the total number of votes cast in the General Assembly;
 - iii. The total number of votes cast by the Fertilisers and Biostimulants Sector shall represent twelve and a half percent (12,5%) of the total number of votes cast in the General Assembly; and
 - iv. The total number of votes cast by the Seeds Sector shall represent twelve and a half percent (12,5%) of the total number of votes cast in the General Assembly; and
- (b) Whatever the number of Full Members present or represented from a certain Sector, each Full Member from the same Sector shall have an equal number of votes.

17.4 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.

17.5 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 Voter shall be authorised to vote in this specific capacity for the Full Member he/she represents.

17.6 The General Assembly shall be chaired by the President. If the President is unable or unwilling to

chair the General Assembly, the General Assembly shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the director present who is on top of a pre-established list by the Board of Directors for these specific cases.

17.7 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. Powers

18.1 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 office 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 decision to exclude a Member in accordance with Article 12.3 of these Statutes, upon proposal of the Board of Directors;
- (c) The decision on the reconduction of the suspension of a Member;
- (d) The election and dismissal (*ad nutum*) 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;
- (e) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (f) The discharge to be given to the directors and, if any, to the statutory auditor;
- (g) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board of Directors;
- (h) The approval of the amount of the additional contributions, upon proposal of the Board of Directors;
- (i) The approval of the annual accounts and the budget of the Association;
- (j) The amendment of these Statutes;
- (k) 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
- (l) 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 19. Meetings

19.1 The General Assembly shall meet at least once a year upon convening by the President or 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.

19.2 A meeting of the General Assembly shall be convened at any time by the President, 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 President or the Board of Directors at the written request of at least one fifth (1/5th) of the Full Members. In this last case, the President or the Board of Directors 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.

Article 20. Proxies

20.1 Each Member shall have the right, via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than one (1) proxy.

20.2 Each Member shall have the right via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member of its membership category 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 44 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 21. Convening notices. Agenda

21.1 Convening notices for the General Assembly shall be notified to the Members and the directors by the Secretary General via regular means of communication at least fifteen (15) 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 Secretary General and adopted by the President or the Board of Directors.

21.2 Any proposal of additional item(s) on the agenda of the General Assembly signed by at least two thirds (2/3) of the Full Members and notified to the President at least seven (7) calendar days before the meeting must be included in the agenda. In such a case, the Secretary General 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 three (3) calendar days before the meeting of the General Assembly.

21.3 No vote shall be cast regarding an item that is not listed on the agenda, except if at least two thirds (2/3) of the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

21.4 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 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 22. Presence quorum. Voting majority. Votes

22.1 Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Full Members are present or represented.

22.2 If at least half 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 21 of these Statutes, at least fifteen (15) 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 22.3 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.

22.3 Unless otherwise stipulated in these Statutes, decisions of the General Assembly 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 Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

22.4 In the event of a tie, the Full Member whose Representative is the President shall have the decisive vote and in its absence (whether represented or not), the Full Member whose Representative is the Vice-President. If the Full Member whose Representative is the President and the Full Member whose Representative is the Vice-President are both absent (whether represented or not), the Full Member whose Representative has been designated to chair the General Assembly shall have the decisive vote.

22.5 The votes are issued by a call out, or by a show of hands. By derogation to the previous sentence, the votes are issued by secret ballot (i) for all elections and (ii) when a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.

22.6 By derogation to the Paragraphs 22.3 to 22.5 the present Article, for the election of the directors referred to in 25.4 of these Statutes, decisions of the General Assembly regarding the election of one or more director(s) shall be validly adopted as follows:

- (a) If the number of candidate directors is equal or lower to the number of mandates of director to be fulfilled:
 - i. The General Assembly shall vote once on the list of candidates director as a whole; and
 - ii. The list of candidates director shall obtain at least fifty per cent (50%) plus one (1) vote of the weighted votes cast by the Full Members present or represented.

- (b) If (i) there are more candidate directors than the number of mandates of directors to be fulfilled or (ii) the chairperson of the General Assembly decides to derogate to Paragraph 22.6, (a) of the present Article:
 - i. The ballot shall be organised in a way that each Full Member be able to cast its vote as many times as there are mandate(s) of director to be fulfilled (e.g. if five (5) directors shall be elected, the Full Member can cast its weighted vote(s) five (5) times, i.e. once (1) per director to be elected); and
 - ii. The candidate(s) director shall 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. In the event of a tie between two (2) or more candidates director, subsequent voting round(s) shall take place until the tie is broken.

22.7 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.

22.8 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.

22.9 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 23. Register of minutes

23.1 Minutes shall be drawn up at each meeting of the General Assembly. The Full Members shall receive a term of two (2) weeks to provide comments on the draft minutes. The minutes shall then be approved and signed by the President and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Secretary General to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

Article 24. Written procedure

24.1 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 21 of these Statutes do not have to be complied with.

24.2 For this purpose, the President, upon request of the Board of Directors, and with the assistance of the Secretary General, 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 mean of written communication designated by the Board of Directors and within the time limit mentioned in the notice.

24.3 If the votes in favour 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.

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

24.5 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.

24.6 The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the Members.

24.7 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 VI. BOARD OF DIRECTORS

Article 25. Composition

25.1 The Association shall be administered by a Board of Directors composed of minimum seven (7) and maximum (10) directors, elected as follows:

- (a) Seven (7) directors shall be Representatives of Full Members being part of the Crop Protection Products Sector; and
- (b) Up to three (3) directors shall be Representatives of Full Members being part of the Biocides Sector, the Fertilisers and Biostimulants Sector or the Seeds Sector, with a maximum of one (1) Representative of a Full Member per Sector.

25.2 Each director shall be a Representative of a Full Member.

25.3 Each director shall, in the exercise of his/her mandate, at all times act in the interest of the Association and not in the interest of any other organisation or in the interest of the Full Member he/she is a Representative of.

25.4 The General Assembly shall elect the directors. The term of office of the directors is a two (2) years term, indefinitely renewable. Their mandate shall be non-remunerated.

25.5 Each Full Member may propose one (1) candidate director to Secretary General at least twenty-one (21) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be elected. The Secretary General shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Secretary General, taking into account the criteria set out in the Paragraphs 25.1 and 25.2 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 the Paragraphs 25.1 and 25.2 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) out of the Representatives of the Full Members, taking into account the criteria set out in the Paragraphs 25.1 and 25.2 of the present Article.

25.6 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 a Representative of a Full Member, or (iii) if the Full Member the director is the Representative of, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the director is the Representative of, 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 the Representative of, has substantially modified its activities, or (vi) if a director does no longer meet the criteria set out in the Paragraphs 25.1 and 25.2 of the present Article.

25.7 The mandate of a director also terminates upon dismissal (*ad nutum*) 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.

25.8 The directors are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. 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.

25.9 If the mandate of a director referred to under Paragraph 25.1 (a) of the present Article ceases before its term, for whatever reason, the Board of Directors shall appoint (by co-optation) a new director referred to under Paragraph 25.1 (a) of the present Article for the remainder of the term provided that the director appointed (by co-optation) (i) fulfils the criteria for the composition of the Board of Directors of the replaced director and (ii) his/her candidature has been proposed within sixty (60) calendar days as from the end of the mandate of the outgoing director by the Full Member whose Representative is the outgoing director. Notwithstanding the preceding sentence, if the Full Member whose Representative is the outgoing director does not propose a candidate within sixty (60) calendar days as from the end of the mandate of the outgoing director, the Board of Directors shall 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 confirmed by the General Assembly, said director shall complete the term of office of the replaced director, except if the General Assembly otherwise decides. 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.

25.10 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.

25.11 The Board of Directors shall be chaired by the President. If the President is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the director present who is on top of a pre-established list by the Board of Directors for these specific cases.

25.12 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 26. Powers

26.1 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*").

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

- (a) The transfer of the Association's registered office 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) In cooperation with the President and the Secretary General, the decision on fundamental changes of important suppliers;
 - (f) The execution of the decisions of the General Assembly;
 - (g) The admission of new Members;
 - (h) The acknowledgement of the resignation of a Member;
 - (i) The suspension of a Member;
 - (j) The exclusion of a Member in accordance with Article 12.1 of these Statutes;
 - (k) The proposal of the exclusion of a Member in accordance with Article 12.3 of these Statutes to the General Assembly;
 - (l) The election and dismissal (*ad nutum*) of the President and the Vice-President;
 - (m) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
 - (n) The appointment and dismissal (*ad nutum*) of the Secretary General, including the discharge to be given;
 - (o) In cooperation with the President and the Secretary General, the hiring and the dismissal of employees of the secretariat of the Association;
 - (p) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
 - (q) The proposal of the amount of the additional contributions to the General Assembly;
 - (r) Upon receipt of the draft annual accounts and the draft budget from the Secretary General, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
 - (s) The adoption, the amendment and the revocation of the Bylaws, if any;
 - (t) The decisions to amend Article 40.2 of these Statutes;
 - (u) The adoption of propositions to be submitted to the General Assembly; and
 - (v) 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.

26.3 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.

26.4 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 27. Meetings

27.1 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 President or at the request of two (2) directors, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the director present who is on top of a pre-established list by the Board of Directors for these specific cases.

Article 28. Proxies

28.1 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. No director may hold more than two (2) proxies.

Article 29. Convening notices. Agenda

29.1 Convening notices for the Board of Directors shall be notified to the directors by the Secretary General via regular means of communication at least seven (7) 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 Secretary General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the director present who is on top of a pre-established list by the Board of Directors for these specific cases.

29.2 Each director shall have the right to propose additional item(s) to be included on the agenda of the Board of Directors, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the Secretary General shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular means of communication at least three (3) calendar days before the meeting of the Board of Directors.

29.3 No vote shall be cast regarding an item that is not listed on the agenda, except if all the directors are present or represented at a meeting of the Board of Directors and vote to proceed with such vote.

29.4 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 30. Presence quorum. Voting majority. Votes

30.1 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.

30.2 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 Article 29 of these Statutes, at least seven (7) 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 30.3 of the present Article. In any case, the Board of Directors shall always be constituted of at least two (2) directors physically or virtually present.

30.3 Unless otherwise stipulated in these Statutes, 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.

30.4 Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the director present who is on top of a pre-established list by the Board of Directors for these specific cases shall have the decisive vote.

30.5 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 Secretary General shall set up the practical procedures to organise this in practice. In such a case, the directors shall be deemed present.

30.6 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 Secretary General shall take the necessary steps allowing the directors to vote electronically. The Secretary General 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 31. Register of minutes

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

Article 32. Written procedure

32.1 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 29 of these Statutes do not have to be complied with.

32.2 For this purpose, the Secretary General, upon request of the President 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 mean of written communication designated by the Secretary General and within the time limit mentioned in the notice.

32.3 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 mean of written communication designated by the Secretary General within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the directors having sent their vote(s) back via the mean of written communication designated by the Secretary General. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

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

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

32.6 The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the directors.

TITLE VII. PRESIDENT AND VICE-PRESIDENT

Article 33. Election and function of the President and Vice-President

33.1 The Board of Directors shall elect a President and a Vice-President amongst the directors. The President and Vice-President shall be two (2) distinct directors. The mandate of the President can be remunerated, upon decision of the Board of Directors. The mandate of the Vice-President shall not be remunerated. Their term of office is a two (2) years term, two (2) times renewable.

33.2 Each new President or Vice-President who is elected by the Board of Directors to replace a President or Vice-President whose mandate has terminated before the expiry of its term, shall be elected for a period decided by the Board of Directors.

33.3 The mandate of the President and the Vice-President terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

33.4 The Board of Directors may further dismiss the President as President, and the Vice-President as Vice-President 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 President, or Vice-President 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 President, or Vice-President shall not participate in the deliberation of the Board of Directors regarding such decision or action, and also not to the relevant voting.

33.5 The President, and Vice-President 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 President, or the Vice-President for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the President, or Vice-President, 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.

33.6 In case of termination of the mandate of the President, or the Vice-President for whatever reason, the President, or Vice-President 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 34. Powers of the President and Vice-President

34.1 The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President 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 Secretary General;

- (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) In cooperation with the Secretary General, negotiating and concluding waste contracts with a value not exceeding seven hundred thousand euro (700,000 EUR);
- (e) In cooperation with the Secretary General and the Board of Directors, the hiring and the dismissal of the employees of the secretariat of the Association;
- (f) In cooperation with the Secretary General and the Board of Directors, the decision on fundamental changes of important suppliers; ...
- (g) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (h) In the event of a tie vote, having the casting vote within the Board of Directors.

34.2 The Vice-President shall have the powers specifically reserved for him/her by these Statutes. As a general rule, the Vice-President shall replace the President in his/her absence.

TITLE VIII. WORKING GROUP(S)

Article 35. Working Group(s)

35.1 The Board of Directors may establish, dissolve and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Board of Directors on specific issues. The Board of Directors determines amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s).

35.2 The Working Group(s) shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Board of Directors.

35.3 The Working Group(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors.

35.4 The Working Group(s) 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 Working Group(s).

TITLE IX. SECRETARY GENERAL

Article 36. Appointment and function of the Secretary General

36.1 The Board of Directors shall appoint a natural person or legal entity, not being a director and not being a Representative, as Secretary General. His/her/its office shall be remunerated. When a legal entity is appointed as Secretary General, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Secretary General in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board of Directors.

36.2 The Secretary General shall at all times run the daily management and back office of the Association from Belgium.

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

36.4 Unless otherwise agreed, the Board of Directors may dismiss the Secretary General 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.

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

36.6 In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General 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.

36.7 The Secretary General 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 Secretary General.

36.8 Notwithstanding the above paragraph, the President may decide that the Secretary General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

Article 37. Powers of the Secretary General

37.1 The Secretary General shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Secretary General shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Board of Directors;
- (e) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (f) Submitting the applications for admission to membership to the Board of Directors;
- (g) Executing the decisions of the Board of Directors;
- (h) Sending the convening notices of the General Assembly and the Board of Directors;
- (i) The preparation of the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;

- (j) In cooperation with the President and the Board of Directors, the hiring and the dismissal of the employees of the secretariat of the Association;
- (k) In cooperation with the President and the Board of Directors, the decision on fundamental changes of important suppliers;
- (l) In cooperation with the President, negotiating and concluding waste contracts with a value not exceeding seven hundred thousand euro (700,000 EUR);
- (m) Negotiating and contracting with suppliers for a value not exceeding twenty-five thousand euro (25,000 EUR);
- (n) The supervision of the financial affairs of the Association; and
- (o) Ensuring the public relations of the Association, particularly regarding communication with third parties.

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

TITLE X. LIABILITY

Article 38. Liability

38.1 The directors, the President, the Vice-President, and the Secretary General 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.

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

TITLE XI. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 39. External representation of the Association

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

39.2 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 Secretary General, acting alone.

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

39.4 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 President acting alone, the Vice-President acting alone, or two (2) directors, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

TITLE XII. BYLAWS AND PROCEDURES

Article 40. Bylaws and procedures

- 40.1** To detail and complete the provisions of these Statutes, the Board of Directors may adopt, amend and/or revoke internal rules, named Bylaws.
- 40.2** On the date of the last amendments to these Statutes, the last version of the Bylaws has been adopted on 19 May 2016.
- 40.3** The Board of Directors is further entitled to adopt Board of Directors Bylaws and any other kind of statement that falls within the scope of its powers.

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

Article 41. Financial year

- 41.1** The financial year of the Association shall run from 1 January to 31 December.

Article 42. Annual Accounts. Budget

- 42.1** 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.
- 42.2** 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.
- 42.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least fifteen (15) calendar days before the Ordinary General Assembly.

Article 43. Auditing of the annual accounts

- 43.1** 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.
- 43.2** 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.
- 43.3** 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 XIV. AMENDMENTS TO THESE STATUTES

Article 44. Amendments to these Statutes

- 44.1** The General Assembly can validly decide on amendments to these Statutes only if (i) at least half

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.

44.2 If at least half 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 21 of these Statutes, at least fifteen (15) 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 44.1 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.

44.3 By derogation to Paragraph 44.1 of the present Article, the Board of Directors can also validly decide on amendments to Article 40.2 of these Statutes.

44.4 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.

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

44.6 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 XV. DISSOLUTION. LIQUIDATION

Article 45. Dissolution. Liquidation

45.1 The General Assembly can validly decide on the dissolution of the Association only if (i) at least half of the Full Members are present or represented and (ii) the decision obtains a majority of at least a 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 half 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 21 of these Statutes, at least fifteen (15) 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 dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

45.3 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.

45.4 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.

45.5 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 XVI. VARIA

Article 46. Notifications

46.1 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 47. Computation of time

47.1 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 48. Abstentions

48.1 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 49. Secret ballot

49.1 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 Secretary General and the staff of the Association.

Article 50. Varia

50.1 Anything that is not provided for in these Statutes or the Bylaws, 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 Bylaws, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

50.2 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 Secretary General to do so. Members shall have no claim on the Association's assets.

50.3 For the performance of their duties, directors may elect domicile at the registered office of the Association.

50.4 The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in Dutch, French and English. In the event there is a conflict between these versions of the Statutes, only the Dutch version shall prevail.

Article 51. Transitional provisions

51.1 By derogation to Article 25.5 of these Statutes, the meeting of the Extraordinary General Assembly of 16 May 2023 shall freely and without formalities elect the new directors of the Association.